

F95000000741

CT CORPORATION SYSTEM

811 Dallas Avenue
Houston, TX 77002
Tel. 713 658 9486
Fax 713 759 1950

February 22, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

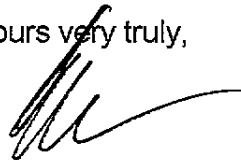
RE:Pennzoil Exploration and Production Company

Dear Sir/Madam:

We enclose for filing withdrawal of the above corporation together with the filing fee. Please return the evidence of filing to the undersigned.

Should you have any questions, please call the undersigned at 1-800-324-0754.

Yours very truly,



Eugene A. Wallace
Senior Customer Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. J. Hdr
MAR 2 1999
TLH

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Pennzoil Exploration and Production Company

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

711 Louisiana

(Mailing Address)

Houston, Texas 77002-2716

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Linda L. Meagher
Signature

February 19, 1999
Date

Linda L. Meagher

Typed or printed name

Secretary

Title