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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra E. Martinez
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000000979 (3)

1. Corporation Name

U.S. PIPELINE, INC.



Principal Place of Business

Michael A. Hilly

363 N. SAM HOUSTON PKWY., E., #300
HOUSTON TX 77060

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HOUSTON TX 77060

2. Principal Place of Business

2a. Mailing Address

21. State, Apt. #, etc.

26. State, Apt. #, etc.

22. City & State

27. City & State

23. Zip

County

28. Zip

County

24. Zip

25. County

29. Zip

30. County

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

81. Name

82. Street Address P.O. Box Number is Not Acceptable

83.

84. City

FL

85. Zip Code

11. Pursuant to the provisions of Section 609.01, Florida Statutes, the corporation hereby certifies the statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. If necessary, except for appointment as registered agent, I am familiar with, and accept the obligations of, Section 609.01, Florida Statutes.

SIGNATURE

12. OFFICERS AND DIRECTORS

12.	NAME	STREET ADDRESS	CITY, STATE, ZIP
1	PD HARDWICK, C S JR	363 N. SAM HOUSTON PKWY., E., #300	HOUSTON TX 77060
2	VS NUNNERY, DORIS M	363 N. SAM HOUSTON PKWY., E., #300	HOUSTON TX 77060
3	VO CROTTS, BOBBY A	363 N. SAM HOUSTON PKWY., E., #300	HOUSTON TX 77060
4	S MCLEOD, DONALD J	335 8TH AVE S.W., #1900	CALGARY ALBERTA T2P 1C9
5	VSD DITTMER, ROBERT G	335 8TH AVE S.W., #1900	CALGARY ALBERTA T2P 1C9
6	D TAYLOR, ALEXANDER	2233 ARGENTIA RD., #400	MISSISSAUGA ONTARIO L5N 2X7

13.

13.	NAME	STREET ADDRESS	CITY, STATE, ZIP
1	D F. Dennis McCarthy	7708 Wagner Road	Edmonton, Alberta T6E 5B2
2	D Terrance F. Ward	7708 Wagner Road	Edmonton, Alberta T6E 5B2

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

13.	NAME	STREET ADDRESS	CITY, STATE, ZIP
1	D F. Dennis McCarthy	7708 Wagner Road	Edmonton, Alberta T6E 5B2
2	D Terrance F. Ward	7708 Wagner Road	Edmonton, Alberta T6E 5B2

14. I hereby certify that the information supplied to the Department of State is true and correct to the best of my knowledge and belief. I further certify that the information indicated on this annual report or supplemental report is true and correct and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the registered agent or the registered agent's authorized representative, and that my name appears in Block 12 or Block 13 if changed, or on an attached sheet with an address.

SIGNATURE: *Doris M. Nunnery* Doris M. Nunnery
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/20/96

(713) 445-0021

CR2E034 (12/95)