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FILED
May 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
DOCUMENT # F95000005307 (2) 1. Corporation Name HUNTSMAN PETROCHEMICAL CORPORATION		
Principal Place of Business 3040 POST OAK BLVD HOUSTON TX 77056	Mailing Address 3040 POST OAK BLVD HOUSTON TX 77056	



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 500 Huntsman Way Suite, Apt. #, etc. 22 City & State 23 Salt Lake City, Utah 24 Zip 84108 25 Country U.S.A.		2a. Mailing Address 26 500 Huntsman Way Suite, Apt. #, etc. 27 City & State 28 Salt Lake City, Utah 29 Zip 84108 30 Country U.S.A.		3. Date Incorporated or Qualified 10/31/1995	4. FEI Number 58-1594518	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		\$8.75 Additional Fee Required \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
81 Name				82 Street Address (P.O. Box Number is Not Acceptable)	
83				84 City	
				85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this 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. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CCEO	1.1 TITLE	Chairman and C.E.O.
NAME	HUNTSMAN JOHN N.	1.2 NAME	Huntsman, Jon M.
STREET ADDRESS	500 HUNTSMAN WAY	1.3 STREET ADDRESS	500 Huntsman Way
CITY-ST-ZIP	SALT LAKE CITY UT	1.4 CITY-ST-ZIP	Salt Lake City, Utah 84108
TITLE	PCOO	2.1 TITLE	
NAME	HUNTSMAN, PETER R	2.2 NAME	
STREET ADDRESS	500 HUNTSMAN WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	SALT LAKE CITY UT	2.4 CITY-ST-ZIP	
TITLE	VCFO	3.1 TITLE	Sr. Vice Pres. & C.F.O.
NAME	DURHAM, RICHARD P.	3.2 NAME	Esplin, J. Kimo
STREET ADDRESS	500 HUNTSMAN WAY	3.3 STREET ADDRESS	500 Huntsman Way
CITY-ST-ZIP	SALT LAKE CITY UT	3.4 CITY-ST-ZIP	Salt Lake City, Utah 84108
TITLE	DV	4.1 TITLE	
NAME	HUNTSMAN, JON M JR	4.2 NAME	
STREET ADDRESS	500 HUNTSMAN WAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	SALT LAKE CITY UT 84108	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	Vice Pres. & Treasurer
NAME	KIMO, ESPLIN J.	5.2 NAME	Petersen, Martin F.
STREET ADDRESS	500 HUNTSMAN WAY	5.3 STREET ADDRESS	500 Huntsman Way
CITY-ST-ZIP	SALT LAKE CITY UT	5.4 CITY-ST-ZIP	Salt Lake City, Utah 84108
TITLE	VCLO	6.1 TITLE	
NAME	LENCE, ROBERT B SR	6.2 NAME	
STREET ADDRESS	500 HUNTSMAN WAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	SALT LAKE CITY UT 84108	6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate 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 receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)