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Jan 29 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000005924 (4)

1. Corporation Name

VALERO POWER SERVICES COMPANY



Principal Place of Business

530 MCCULLOUGH AVENUE
SAN ANTONIO TX 78215-2198

Mailing Address

PO BOX 500
ATTN: CORPORATE TAX
SAN ANTONIO TX 78292-0500
US

3. Date Incorporated or Qualified

12/04/1995

3a. Date of Last Report

03/01/1996

2. Principal Place of Business

21 Suite, Apt #, etc

22 City & State

23 Zip

Country

2a. Mailing Address replace Attn:

26 Corporate Tax with "Corporate Law"

27 Suite, Apt #, etc

28 City & State

29 Zip

Country

4. FEI Number

74-2371985

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes

Yes No

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

FL

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 required for printed name of the person appointed and for applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PCD	☒ DELETE
NAME	BEACRAFT, F J	
STREET ADDRESS	530 MCCULLOUGH AVE.	
CITY - ST - ZIP	SAN ANTONIO TX	
TITLE	VD	☒ DELETE
NAME	HEEP, DON M	
STREET ADDRESS	530 MCCULLOUGH AVE.	
CITY - ST - ZIP	SAN ANTONIO TX	
TITLE	SD	☐ DELETE
NAME	SCHMIDT, RAND C	
STREET ADDRESS	530 MCCULLOUGH AVE.	
CITY - ST - ZIP	SAN ANTONIO TX	
TITLE	T	☐ DELETE
NAME	GIBBONS, JOHN D	
STREET ADDRESS	530 MCCULLOUGH AVE.	
CITY - ST - ZIP	SAN ANTONIO TX	
TITLE	VD	☐ DELETE
NAME	FASULLO, PETER A	
STREET ADDRESS	TWO ALLEN CENTER, STE 900, 1200 SMITH	
CITY - ST - ZIP	HOUSTON TX	
TITLE	C	☐ DELETE
NAME	STAVINOA, MARK J	
STREET ADDRESS	TWO ALLEN CENTER, STE 900, 1200 SMITH	
CITY - ST - ZIP	HOUSTON TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/C/D/CEO	☒ Change ☐ Addition
1.2 NAME	Beminger, Edward C.	
1.3 STREET ADDRESS	530 McCullough Avenue	
1.4 CITY - ST - ZIP	San Antonio, TX 78215-2198	
2.1 TITLE	D/V	☐ Change ☒ Addition
2.2 NAME	DeWare, William R.	
2.3 STREET ADDRESS	1200 Smith, Suite 900	
2.4 CITY - ST - ZIP	Houston, TX 77002-4309	
3.1 TITLE	S	☒ Change ☐ Addition
3.2 NAME	Schmidt, Rand C.	
3.3 STREET ADDRESS	530 McCullough Avenue	
3.4 CITY - ST - ZIP	San Antonio, TX 78215-2198	
4.1 TITLE		☐ Change ☐ Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE	D/SR VP	☒ Change ☐ Addition
5.2 NAME	Fasullo, Peter A.	
5.3 STREET ADDRESS	1200 Smith, Suite 900	
5.4 CITY - ST - ZIP	Houston, TX 77002-4309	
6.1 TITLE	Controller	☒ Change ☐ Addition
6.2 NAME	Stavinoha, Mark J.	
6.3 STREET ADDRESS	530 McCullough Avenue	
6.4 CITY - ST - ZIP	San Antonio, TX 78215-2198	

14. I do 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.

SIGNATURE: *Rand C. Schmidt*

Rand C. Schmidt, Secretary 01-24-AY (210) 246-2000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)