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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90043 039 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000006835

1. Corporation Name

NATIONAL ENERGY PRODUCTION CORPORATION ✓

Principal Place of Business P.O. BOX 1188 HOUSTON, TX 77251	Mailing Address 333 CLAY ST., SUITE 1800 3AC 1479 HOUSTON TX 77002
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/24/97	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 76-0540797		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	25 Country	29 Country		30 Country	
9. Name and Address of Current Registered Agent				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FL 33324

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 NAME STREET ADDRESS CITY - ST - ZIP	SEE ATTACHED <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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.

SIGNATURE: Leesa M. White LEESA M. WHITE VP & TAX COUNSEL 4/27/99 (713) 646-7119
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

DIRECTORS

James V. Derrick, Jr.#
Kurt S. Huneke*
Lawrence L. Izzo
Joseph W. Sutton
Robert H. Walls, Jr.

Title

Director
Director
Director
Director
Director

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OFFICERS

Joseph W. Sutton
Lawrence L. Izzo
John H. Gillis
Daniel J. Haas

Robert H. Walls, Jr.

Robert J. Hermann*#

Jeffrey McMahon

Peggy B. Menchaca#
Carl D. Quist
Michael J. Ranz

Richard K. Westfahl
Leesa M. White
Jeffrey E. Sommers
Elaine V. Overturf#
Ronald L. Perry
Kate B. Cole#
Geneva H. Hiroms*#
David H. Lund

Title

Chairman
Chief Executive Officer
President
Senior Vice President,
Operations
Senior Vice President and
General Counsel
Vice President and General Tax
Counsel
Vice President, Finance and
Treasurer
Vice President and Secretary
Vice President, Engineering
Vice President, Project
Management
Vice President
Vice President and Tax Counsel
Controller
Deputy Corporate Secretary
Assistant Controller
Assistant Secretary
Assistant Secretary
Assistant Secretary