



File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1998				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>FILED</b> <b>SECRETARY OF STATE</b> <b>DIVISION OF CORPORATIONS</b> <b>98 MAY -8 PM 3: 28</b>					
<b>FILING FEE</b> \$ 188.75		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company		<b>DOCUMENT #</b> M97000000166			
SHELL MARKETING INVESTMENTS, L.L.C. ONE SHELL PLAZA 910 LOUISIANA HOUSTON TX 77002		1a. Principal Place of Business Address  ONE SHELL PLAZA 910 LOUISIANA HOUSTON TX 77002			
2. Principal Place of Business 910 LOUISIANA		2a. Mailing Address P. O. BOX 2463		3. Date Organized or Qualified 04/01/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		3a. State of Formation DE	
City & State HOUSTON, TX		City & State HOUSTON, TX		4. FEI Number 76-0522098	
Zip 77002		Country HARRIS		5. Date of Last Report	
				6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent/Office			
THE PRENTICE-HALL CORPORATION SYSTEM, 1201 HAYS STREET TALLAHASSEE FL 32301		Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ (Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating) DATE _____					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	L. L. BURCH	P.O. BOX 2463		HOUSTON TX	
MGRM	<del>MORASCO, -S- -J-R-</del>	P.O. BOX 2463		HOUSTON TX	
MGRM	R. H. GARNETT	P.O. BOX 2463		HOUSTON TX	
MGRM	<del>RAYMOND, -A- M-</del>	P.O. BOX 2463		HOUSTON TX	
MGRM	KOTANCHIK, -J- N- -J-R-	P.O. BOX 2463		HOUSTON TX	
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: 		S. J. PAUL		4/30/98 713-241-4461	

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER

Date

Daytime Phone #