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May 15 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 # P12460

(2)

1. Corporation Name

PENNZOIL PRODUCTS COMPANY

Principal Place of Business

700 MILAM
P.O. BOX 2967
HOUSTON TX 77002-2906
US

Mailing Address

P.O. BOX 2967
P.O. BOX 2967
HOUSTON TX 77252-2967
US

3. Date Incorporated or Qualified
12/11/1986

3a. Date of Last Report
04/24/1996

4. FEI Number

76-0200625

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

10. Name and Address of New Registered Agent

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

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 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 PD
NAME PATE, JAMES L.
STREET ADDRESS 700 MILAM
CITY-ST-ZIP HOUSTON TX

DELETE

TITLE V
NAME BEAHM, CLYDE W.
STREET ADDRESS 700 MILAM
CITY-ST-ZIP HOUSTON TX

DELETE

TITLE V
NAME ROBB, W. M.
STREET ADDRESS 700 MILAM
CITY-ST-ZIP HOUSTON TX

DELETE

TITLE TV
NAME ALDERSON, DAVID P.
STREET ADDRESS 700 MILAM
CITY-ST-ZIP HOUSTON TX

DELETE

TITLE S
NAME CONDT, LINDA F.
STREET ADDRESS 700 MILAM
CITY-ST-ZIP HOUSTON TX

DELETE

TITLE AS
NAME MCNEW, JOAN M.
STREET ADDRESS 700 MILAM
CITY-ST-ZIP HOUSTON TX

DELETE

11 TITLE
12 NAME
13 STREET ADDRESS
14 CITY-ST-ZIP

Change Addition

21 TITLE
22 NAME
23 STREET ADDRESS
24 CITY-ST-ZIP

Change Addition

31 TITLE
32 NAME
33 STREET ADDRESS
34 CITY-ST-ZIP

Change Addition

41 TITLE
42 NAME
43 STREET ADDRESS
44 CITY-ST-ZIP

Change Addition

51 TITLE
52 NAME
53 STREET ADDRESS
54 CITY-ST-ZIP

Change Addition

61 TITLE
62 NAME
63 STREET ADDRESS
64 CITY-ST-ZIP

Change Addition

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/18/97 (713) 546-8907

Date

Daytime Phone #

CR2E034 (9/96)

PENNZOIL PRODUCTS COMPANY

**700 MILAM, P. O. BOX 2967
HOUSTON, TEXAS 77252-2967**

List of Principal Officers and Directors

James L. Pate	President and Director	700 Milam Houston, TX 77002-2806
David P. Alderson, II	Vice President and Director	700 Milam Houston, TX 77002-2806
Clyde W. Beahm	Vice President	700 Milam Houston, TX 77002-2806
Linda F. Condit	Vice President and Secretary	700 Milam Houston, TX 77002-2806
William M. Robb	Vice President	700 Milam Houston, TX 77002-2806
James W. Shaddix	Vice President and Director	700 Milam Houston, TX 77002-2806
Paul B. Siegel	Vice President	700 Milam Houston, TX 77002-2806
Bruce K. Misamore	Treasurer	700 Milam Houston, TX 77002-2806
Michael J. Maratea	Controller	700 Milam Houston, TX 77002-2806
Michael P. Schieffer	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Kennion K. Yano	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Bruce T. Maughs	Assistant Secretary	700 Milam Houston, TX 77002-2806
Joan M. McNew	Assistant Secretary	700 Milam Houston, TX 77002-2806

NOTE: All terms expire upon the election of successors.