

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)**

FILED
Aug 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P20832 (2)
1. Corporation Name
SAUDI REFINING, INC.



Principal Place of Business 9009 WEST LOOP SOUTH HOUSTON TX 77096	Mailing Address PO BOX 4802 HOUSTON TX 77210-4802
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/09/1988	3a. Date of Last Report 05/21/1996
21	22	26	27	4. FEI Number 76-0253177	Applied For Not Applicable
23		28		5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
24		29		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
25		30		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	

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

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D/S	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	LEWIS, LESLIE G.		1.2 NAME				
STREET ADDRESS	5310 LONGMONT		1.3 STREET ADDRESS				
CITY-ST-ZIP	HOUSTON TX 77056		1.4 CITY-ST-ZIP				
TITLE	P/D	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	WOELFEL, F.R.		2.2 NAME				
STREET ADDRESS	9826 BRIAR FOREST DR		2.3 STREET ADDRESS				
CITY-ST-ZIP	HOUSTON TX 77063		2.4 CITY-ST-ZIP				
TITLE	D/T	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	HOPKINS, VICTOR C.		3.2 NAME	MALLEY, ROBERT J.			
STREET ADDRESS	5848 VALLEY FORGE		3.3 STREET ADDRESS	14722 OAK BEND			
CITY-ST-ZIP	HOUSTON TX 77057		3.4 CITY-ST-ZIP	HOUSTON, TX 77079			
TITLE	D/S	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	OMER, MICHAEL L.		4.2 NAME				
STREET ADDRESS	12893 WESTHEIMER #175		4.3 STREET ADDRESS				
CITY-ST-ZIP	HOUSTON TX 77077		4.4 CITY-ST-ZIP				
TITLE	V/D	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	BARNES, JOHN R.		5.2 NAME				
STREET ADDRESS	2907 W AUTUMN RUN CIR		5.3 STREET ADDRESS				
CITY-ST-ZIP	SUGAR LAND TX 77479		5.4 CITY-ST-ZIP				
TITLE	D/S	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition			
NAME	MCGINLEY, STANLEY E.		6.2 NAME				
STREET ADDRESS	ARAMCO, 1291 FURSAN CIR		6.3 STREET ADDRESS				
CITY-ST-ZIP	DHAHRAN, 31311, SAUDI ARABIA		6.4 CITY-ST-ZIP				

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(j), 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]* SECRETARY CONTROLLER **7/2/197** 713-432-5741

CR2E034 (4/97)

SAUDI REFINING, INC.

LIST OF DIRECTORS AND OFFICERS

As of 12/31/96

OFFICERS

RESIDENCE

TERM EXPIRES

M. A. Jalali
#541-66-3394
Chairman of the Board

13622 Sundowner
Houston, TX 77041

On next regular
meeting of Board
of Directors
following regular
meeting of stock-
holders and upon
election of
successors.

Frank R. Woelfel
#121-22-4754
President & CEO

9626 Briar Forest Dr.
Houston, TX 77063

John R. Barnes
#444-34-8275
Vice President

2907 W. Autumn Run Cir.
Sugar Land, TX 77479

Robert J. Malley
#268-40-1777
Secretary &
Treasurer

14722 Oak Bend
Houston, TX 77079

James C. Sgarlat
#174-38-5076
Controller

4923 Dumfries
Houston, TX 77096

Stanley E. McGinley
#554-44-9365
Secretary.

Aramco, 1291 Fursan Cir.
Dhahran, 31311,
Saudi Arabia

David B. Kultgen
#449-90-4251
Assist. Secretary

4449 Kings Road
Dhahran, 31311,
Saudi Arabia

Leslie G. Lewis
#217-34-1469
Assist. Secretary

5310 Longmont
Houston, TX 77056

Michael L. Omer
#523-62-9053
Assist. Secretary

12893 Westheimer #175
Houston, TX 77077

COUNSEL

Stanley E. McGinley
#554-44-9365
General Counsel

Aramco, 1291 Fursan Cir.
Dhahran, 31311,
Saudi Arabia

David B. Kultgen
#449-90-4251
Assoc. Gen. Counsel

4449 Kings Road
Dhahran, 31311,
Saudi Arabia

SAUDI REFINING, INC.

LIST OF DIRECTORS AND OFFICERS

AS OF 12/31/96

DIRECTORS

RESIDENCE

TERM EXPIRES

M. A. Jalali
#541-66-3394

13622 Sundowner
Houston, TX 77041

On next regular
meeting or stock-
holders and upon
election of
successors.

S. A. Al-Ashgar

Aramco, 84 Ar-Rabiyah
Dhahran, 31311,
Saudi Arabia

Frank R. Woelfel
#121-22-4754

9626 Briar Forest Dr.
Houston, TX 77063

William M. Kaparich
#540-48-9730

8118 Braesview Lane
Houston, TX 77071

Abdallah S. Jum'ah

Aramco, Al-Khobar
Dhahran, 31311, Saudi Arabia