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FILED
May 14 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 # P30420 (4)
1. Corporation Name
SHORE ENERGY MANAGEMENT CORP.

Principal Place of Business

1221 LAMAR
SUITE 1301
HOUSTON TX 77010
US

Mailing Address

1221 LAMAR
STE 1301
HOUSTON TX 77010-3038
US

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

9. Name and Address of Current Registered Agent

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

3. Date Incorporated or Qualified

08/06/1990

3a. Date of Last Report

04/17/1996

4. FEI Number

75-2338631

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

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, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE CD
NAME SHOEMAKER, ALVIN, V
STREET ADDRESS 310 SOUTH ST
CITY-ST-ZIP MORRISTOWN NJ 07962

TITLE DVP
NAME SIMON, WILLIAM E. J
STREET ADDRESS 10990 WILSHIRE BLVD., STE. 1750
CITY-ST-ZIP LOS ANGELES CA 90024

TITLE PAS
NAME HEROD, STEVE W
STREET ADDRESS 1221 LAMAR, STE. 1301
CITY-ST-ZIP HOUSTON TX 77010

TITLE DSVP
NAME MULLETT, CONOR
STREET ADDRESS 310 SOUTH ST.
CITY-ST-ZIP MORRISTOWN NJ 07962

TITLE VPAS
NAME SEXTON, W TIM
STREET ADDRESS 1221 LAMAR STE 1301
CITY-ST-ZIP HOUSTON TX 77010

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

13.

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
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)(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 in an attachment with an address.

SIGNATURE: [Signature]

4/25/97 (712) 228-1408

CR2E034 (9/96)