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To be filed annually between  
January 1st and March 1st

# State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION  
270 WESTMINSTER MALL  
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 26564 Annual Report for the year 1989

FIRST: The name of the corporation is Quonset Point Fueling Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Fueling workboats servicing the East Coast offshore drilling industry.

FOURTH: If foreign corporation, address of its principal office Quonset Road and First Street, North Kingston, Rhode Island 02854

FIFTH: Business address in Rhode Island Quonset Road and First Street, North Kingston, Rhode Island 02854

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director	.....
.....	Director	.....
<i>SCHEDULE ATTACHED</i>	Director	<i>SCHEDULE ATTACHED</i>
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10	Common	-	\$100.00

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
10	Common	-	\$100.00

**PAID**  
**FEB 17 1989**  
Series  
**SECY OF STATE**

Dated February 13 19 89 Quonset Point Fueling Corporation  
(Name of Corporation)

By J.W. Richards

Title Assistant Secretary

(Report must be signed by an officer)

OFFICERS AND DIRECTORS  
QUONSET POINT FUELING CORPORATION

Directors Denoted By \*

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
S. A. Sangi*		(C)
R. W. Laughton*	Chairman	(C)
K. R. Fernlund*	President	(C)
B. E. Lemieux*	Vice President	(C)
P. J. McHugh*	Vice President	(C)
T. J. Winans*	Secretary	(C)
J. W. Dalgetty	Assistant Secretary	(C)
R. B. Edmonds	Assistant Secretary	(B)
G. G. Garney	Assistant Secretary	(A)
W. T. Oates, Jr.	Assistant Secretary	(A)
F. W. Richards	Assistant Secretary	(B)
A. L. Cavaliere	Treasurer	(A)
K. W. Roberts*	Controller	(C)

(A) 150 East 42nd Street, New York, NY 10017

(B) 1201 Elm Street, Dallas, TX 75270

(C) 3225 Gallows Road, Fairfax, VA 22037

Note: All Officers' and Directors' terms are indefinite and expire when their successors are elected or chosen.