


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Feb 02 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 811158 (5) 1. Corporation Name ESPERO ENERGY CORPORATION			
Principal Place of Business 407 N. BIG SPRING SUITE 300 MIDLAND TX 79701 US		Mailing Address POST OFFICE DRAWER 11390 MIDLAND TX 79702 US	



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 07/12/1956	
4. FEI Number 64-0345250		Applied For Not Applicable		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees		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 C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 85 Zip Code FL	
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11. Pursuant to the provisions of Sections 607.0502 and 607.1308, 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.

(NOT: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PD	<input type="checkbox"/> DELETE		1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	WOMMACK, H. H. III			1.2 NAME			
STREET ADDRESS	#3 WILLOW COURT			1.3 STREET ADDRESS			
CITY-STATE-ZIP	MIDLAND TX			1.4 CITY-STATE-ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	COGGIN, BILL E.			2.2 NAME			
STREET ADDRESS	600 W. FOURTH ST.			2.3 STREET ADDRESS			
CITY-STATE-ZIP	STANTON TX			2.4 CITY-STATE-ZIP			
TITLE	SD	<input type="checkbox"/> DELETE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	COREY, H. ALLEN			3.2 NAME			
STREET ADDRESS	908 WEST BROW ROAD			3.3 STREET ADDRESS			
CITY-STATE-ZIP	LOOKOUT MOUNTAIN TN			3.4 CITY-STATE-ZIP			
TITLE	AS	<input type="checkbox"/> DELETE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME	TATE, JON P.			4.2 NAME			
STREET ADDRESS	2100 W WADLEY, #74			4.3 STREET ADDRESS			
CITY-STATE-ZIP	MIDLAND TX			4.4 CITY-STATE-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-STATE-ZIP				5.4 CITY-STATE-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-STATE-ZIP				6.4 CITY-STATE-ZIP			

14. I 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

01/07/98

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CR2E034 (10/97)