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May 02 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 # 858093 (8)
1. Corporation Name
CALLON PETROLEUM OPERATING COMPANY



Principal Place of Business Mailing Address
200 N. CANAL STREET 200 NORTH CANAL STREET
P. O. BOX 1287 P.O. BOX 1287
NATCHEZ MS 39120 NATCHEZ MS 39120-3212
US

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

23 City & State

27 City & State

24 Zip

25 Country

28 Zip

29 Country

9. Name and Address of Current Registered Agent

3. Date Incorporated or Qualified
10/12/1983

3a. Date of Last Report
05/29/1996

4. FEI Number

94-0744280

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

CD
CALLON, JOHN S.
200 N. CANAL ST.
NATCHEZ MS

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

V
CHRISTIAN, DENNIS W.
200 N. CANAL ST.
NATCHEZ MS

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PD
CALLON, FRED L. (SR V)
200 N. CANAL ST.
NATCHEZ MS

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

S
TATUM, H. MICHAEL, JR.
200 N. CANAL ST.
NATCHEZ MS

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VT
WEATHERLY, JOHN S.
200 N. CANAL ST.
NATCHEZ MS

DELETE

TITLE NAME STREET ADDRESS CITY-ST-ZIP

TITLE NAME STREET ADDRESS CITY-ST-ZIP

DELETE

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

7.1 TITLE 7.2 NAME 7.3 STREET ADDRESS 7.4 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 on an attachment with an address.

SIGNATURE

Sandra B. Mortham

Theresa Mortham

4/25/97

(601)

442-1102

CR2E034 (9/96)