


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED 99 APR 20 AM 10:13 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
1. Name and Mailing Address of Limited Liability Company <b>DOCUMENT # M98000000619</b>  HEADINGTON PETROLEUM, L.L.C. 7557 RAMBLER ROAD, SUITE 1100 DALLAS TX 75231		1a. Principal Place of Business Address 7557 RAMBLER ROAD, SUITE 110 DALLAS TX 75231			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip      Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip      Country		3. Date Organized or Qualified 06/12/1998	
				3a. State of Formation TX	
				4. FEI Number 52-2102056	
				<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				5. Date of Last Report N/A	
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PIAANTATION FL 33324			8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City      Zip Code <div style="text-align: center; font-weight: bold; font-size: 1.2em;">FL</div>		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature is required when filing this report.)</small>			DATE _____		
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGRM	HEADINGTON RESOURCES,	7557 RAMBLER ROAD, SUITE 1		DALLAS TX 75231	
600002854306--8 -04/27/99--01100--019 ****188.75 ****188.75					
4-13-99 4-13-99					
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: <u>Linda Guest</u> <u>Linda Guest</u> 4-13-99      214-696-0606 <small>SIGNATURE AND TYPE (OR PRINTED NAME) OF SIGNING MANAGER, MEMBER OR MANAGER OF THE LIMITED LIABILITY COMPANY</small> <small>DATE</small> <small>OFFICE PHONE #</small>					