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May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 290766 (5)
1. Corporation Name
ATLANTIC MINERALS AND PRODUCTS CORPORATION



Principal Place of Business 2001 ROSS AVE DALLAS TX 75201 US	Mailing Address TAX DEPT PO BOX 716 DALLAS TX 75221-0716 US
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3. Date Incorporated or Qualified 03/11/1965	3a. Date of Last Report 05/01/1996
4. FEI Number 59-1205209	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 25 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525	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
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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 _____ (NOTE: Registered Agent signature required when reinstating) _____ **DATE** _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V <input type="checkbox"/> DELETE MENEREY, ROBERT J. 3000 N SAM HOUSTON PKWY HOUSTON, TX 00000	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	P <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Houston, TX 77032
TITLE NAME STREET ADDRESS CITY - ST - ZIP	P <input checked="" type="checkbox"/> DELETE BRYAN, JAMES L. 3000 N. SAM HOUSTON PKWY E. HOUSTON TX	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	V/T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition George H. Juetten 2001 Ross Ave. Dallas, TX 75201
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V <input type="checkbox"/> DELETE SMITH, DAVID R. 2001 ROSS AVE DALLAS TX	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	V/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Dallas, TX 75201
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AS <input type="checkbox"/> DELETE SUTTLES, PATRICIA K 3000 N SAM HOUSTON PKWY HOUSTON, TX 00000	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Houston, TX 77032
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VSD <input type="checkbox"/> DELETE MORRIS, REBECCA R. 2001 ROSS AVE DALLAS TX	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition Dallas, TX 75201
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T <input checked="" type="checkbox"/> DELETE WILLEY, PAUL W. 2001 ROSS AVE DALLAS TX	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Eugene A. Fisher 2001 Ross Avenue Dallas, TX 75201

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:  **Eugene A. Fisher** **4-29-97** **214/740-6998**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

ATLANTIC MINERALS AND PRODUCTS CORPORATION

OFFICERS & DIRECTORS

Unless otherwise noted business address is:
P.O. Box 718 (2001 Ross Avenue), Dallas, Texas 75221

R. J. Menerey	President *
C. E. Ables	Vice President & Director
G. H. Juetten	Vice President & Treasurer
R. R. Morris	Vice President & Secretary & Director
D. R. Smith	Vice President - Tax & Director
E. A. Fisher	Vice President - Tax Administration
A. O. Cornelison	Vice President - Litigation
P. K. Suttles	Assistant Secretary *
A. A. Hinds	Assistant Secretary
D. H. Newman	Assistant Treasurer
R. T. Kernan	Assistant Treasurer

* 3000 N. Sam Houston Parkway East, Houston, Texas 77032