

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

FILED
Feb 12 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 858093 (8)

1. Corporation Name
CALLON PETROLEUM OPERATING COMPANY



DO NOT WRITE IN THIS SPACE

Principal Place of Business 200 N. CANAL STREET P. O. BOX 1287 NATCHEZ MS 39120 US	Mailing Address 200 NORTH CANAL STREET P.O. BOX 1287 NATCHEZ MS 39120
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3. Date Incorporated or Qualified 10/12/1983	4. FEI Number 94-0744280	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83. City
84. City
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	CD	<input type="checkbox"/> DELETE
NAME	CALLON, JOHN S.	
STREET ADDRESS	200 N. CANAL ST.	
CITY-ST-ZIP	NATCHEZ MS	
TITLE	V	<input type="checkbox"/> DELETE
NAME	CHRISTIAN, DENNIS W.	
STREET ADDRESS	200 N. CANAL ST.	
CITY-ST-ZIP	NATCHEZ MS	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	CALLON, FRED L. (SR V)	
STREET ADDRESS	200 N. CANAL ST.	
CITY-ST-ZIP	NATCHEZ MS	
TITLE	S	<input type="checkbox"/> DELETE
NAME	TATUM, H. MICHAEL, JR.	
STREET ADDRESS	200 N. CANAL ST.	
CITY-ST-ZIP	NATCHEZ MS	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	WEATHERLY, JOHN S.	
STREET ADDRESS	200 N. CANAL ST.	
CITY-ST-ZIP	NATCHEZ MS	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-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: *John S. Weatherly* 02/05/98 (60)442-1601

CR2E034 (10/97)