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**May 14 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 # F94000000766 (5)

1. Corporation Name
SANTA FE ENERGY RESOURCES, INC.



Principal Place of Business
**1616 SOUTH VOSS ROAD
HOUSTON TX 77057**

Mailing Address
**1616 SOUTH VOSS ROAD
HOUSTON TX 77057-2630**

3. Date Incorporated or Qualified 02/16/1994	3a. Date of Last Report 05/01/1996
4. FEI Number 36-2722169	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 has liability for intangible tax under s. 199.032, Florida Statutes <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		30	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH 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
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 _____ DATE _____
Signature: typed or printed name of registered agent, and file if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	S	<input type="checkbox"/> DELETE
NAME	OLDER, MARK A	
STREET ADDRESS	1616 S. VOSS RD	
CITY-ST-ZIP	HOUSTON TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GREEHEY, WILLIAM E	
STREET ADDRESS	530 MCCULLOUGH AVE.	
CITY-ST-ZIP	SAN ANTONIO TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	KREBS, ROBERT D	
STREET ADDRESS	1700 EAST GOLF RD	
CITY-ST-ZIP	SCHAUMBURG IL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MARTINI, ALLAN V	
STREET ADDRESS	1700 EAST GOLF RD	
CITY-ST-ZIP	SCHAUMBURG IL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MORPHY, MICHAEL A	
STREET ADDRESS	35 S. RAYMOND AVE.	
CITY-ST-ZIP	PASADENA CA	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	PAYNE, JAMES L	
STREET ADDRESS	1616 S. VOSE RD	
CITY-ST-ZIP	HOUSTON TX	

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 checked="" type="checkbox"/> Addition
3.2 NAME	KLEIN, M.N
3.3 STREET ADDRESS	615 UPPER NORTH BROADWAY, SUITE 1540
3.4 CITY-ST-ZIP	CORPUS CHRISTI, TX 78477
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 checked="" type="checkbox"/> Addition
5.2 NAME	RICHARDS, R.F.
5.3 STREET ADDRESS	250 PARK AVENUE, SUITE 1900
5.4 CITY-ST-ZIP	NEW YORK, NY 10177
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 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: *Mark A. Older* Date: *May 14 1997* (713) 537-5500

CR2E034 (9/96)