

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

FILED
Jun 07, 1999 8:00 am
Secretary of State

06-07-1999 90009 002 ***550.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000000766

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
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 02/16/1994	Applied For <input type="checkbox"/> Yes <input type="checkbox"/> Not Applicable
4. FEI Number 36-2722169	
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 the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	S <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	OLDER, MARK A	1.2 NAME	
STREET ADDRESS	1616 S. VOSS RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GREEHEY, WILLIAM E	2.2 NAME	
STREET ADDRESS	530 MCCULLOUGH AVE.	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN ANTONIO TX	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEIN, M N	3.2 NAME	
STREET ADDRESS	615 UPPER N BROADWAY, STE 1940	3.3 STREET ADDRESS	
CITY-ST-ZIP	CORPUS CHRISTI TX	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARTINI, ALLAN V	4.2 NAME	
STREET ADDRESS	1700 EAST GOLF RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	SCHAUMBURG IL	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RICHARDS, R F	5.2 NAME	
STREET ADDRESS	250 PARK AVE, STE 1900	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PAYNE, JAMES L	6.2 NAME	
STREET ADDRESS	1616 S. VOSE RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	6.4 CITY-ST-ZIP	

DIRECTOR
PAYNE, JAMES L.
1616 S. VOSS RD.
HOUSTON, TX 77057

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, with all other like empowered.

SIGNATURE: Mark A. Older DATE: 5-11-99 DAYTIME PHONE #: 713.507.5000

CR2E034 (11/98)