

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

FILED
Aug 22 1997 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1997 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|---|---|---|

DOCUMENT # **F94000005668 (8)**

1. Corporation Name
ODYSSEY RESOURCE MANAGEMENT III, INC.



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|--|--|
| Principal Place of Business 15425 NORTH FREEWAY, STE. 350 HOUSTON TX 77090 | Mailing Address 15425 NORTH FREEWAY, STE. 350 HOUSTON TX 77090 |
|--|--|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--|--|---|--|--|--|
| 2. Principal Place of Business 21 204 N. Ector | | 2a. Mailing Address 26 204 N. Ector | | 3. Date Incorporated or Qualified 11/01/1994 | 3a. Date of Last Report 03/06/1996 |
| Suite, Apt. #, etc. 22 | | Suite, Apt. #, etc. 27 | | 4. FEI Number 74-2131823 | Applied For <input type="checkbox"/> Not Applicable |
| City & State 23 Eulless, TX | | City & State 28 Eulless, TX | | 5. Certificate of Status Desired <input type="checkbox"/> | \$8.75 Additional Fee Required |
| Zip 24 76039 | | Country 25 | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| Country 29 | | Zip 30 76039 | | 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 | |

9. Name and Address of Current Registered Agent

**CT 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

| | | | |
|----------------------------|---------------------------------------|---|--|
| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
| TITLE | CEOD | 1.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | WILLIAMS, DAVID | 1.2 NAME | |
| STREET ADDRESS | 310 S. INDUSTRIAL BLVD. | 1.3 STREET ADDRESS | 204 N. Ector |
| CITY-ST-ZIP | EULESS TX 76040 | 1.4 CITY-ST-ZIP | Eulless TX 76039 |
| TITLE | CFO | 2.1 TITLE | President |
| NAME | WILKINS, MICHAEL | 2.2 NAME | |
| STREET ADDRESS | 310 S. INDUSTRIAL BLVD. | 2.3 STREET ADDRESS | 204 N. Ector |
| CITY-ST-ZIP | EULESS TX 76040 | 2.4 CITY-ST-ZIP | Eulless, TX 76039 |
| TITLE | P | 3.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | KLEIMANN, CARL | 3.2 NAME | |
| STREET ADDRESS | 15425 NORTH FREEWAY, SUITE 350 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | HOUSTON TX 77090 | 3.4 CITY-ST-ZIP | |
| TITLE | ST | 4.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | WALKER, DAVID | 4.2 NAME | ST Turner, Mark |
| STREET ADDRESS | 15425 NORTH FREEWAY, SUITE 350 | 4.3 STREET ADDRESS | 204 N. Ector Dr |
| CITY-ST-ZIP | HOUSTON TX 77090 | 4.4 CITY-ST-ZIP | Eulless, TX 76039 |
| TITLE | | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | |
| TITLE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | | 6.2 NAME | |
| STREET ADDRESS | | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 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:

William Williams

7/19/97 (817) 267-6090

CR2E034 (4/97)