

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

FILED
Jan 29, 1999 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

01-29-1999 90031 006 ****150.00

DOCUMENT # F95000001676

1. Corporation Name
ODYSSEY RESOURCE MANAGEMENT, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**204 N ECTOR
 EULESS TX 76039
 US**

Mailing Address
**204 N ECTOR
 EULESS TX 76039
 US**

3. Date Incorporated or Qualified
04/06/1995

4. FEI Number
76-0120816

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29 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
 85 Zip Code
FL

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 title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CEOD	<input type="checkbox"/> DELETE
NAME	WILLIAMS, DAVID	
STREET ADDRESS	204 N ECTOR	
CITY-ST-ZIP	EULESS TX	
TITLE	P	<input type="checkbox"/> DELETE
NAME	WILKINS, MICHAEL	
STREET ADDRESS	204 N ECTOR	
CITY-ST-ZIP	EULESS TX	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	FRY, PATRICIA	
STREET ADDRESS	204 N ECTOR	
CITY-ST-ZIP	EULESS TX 76039	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	KLEIMANN, CARL HERBERT	
STREET ADDRESS	204 N ECTOR	
CITY-ST-ZIP	EULESS TX 76039	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	JONES, MARK LEWIS	
STREET ADDRESS	204 NORTH ECTOR	
CITY-ST-ZIP	EULESS TX 76039	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	TURNER, MARK LEON	
STREET ADDRESS	204 NORTH ECTOR	
CITY-ST-ZIP	EULESS TX 76039	

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, with all other like empowered.

SIGNATURE: Michael Wilkins **Michael Wilkins, President 1-7-99 817-267-6090**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)