

F95000005547

November 6, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

1000001634871
-11/14/95--01006--013
****70.00 ****70.00

Re: CALLON PETROLEUM COMPANY (DE DOM)
Order #: 399236

Counsel: Callon Petroleum Company
Legal Dept.
Attn: Mike Tatum
P.O. Box 1287
Natchez, MS 39120

Dear Madam or Sir:

As requested by counsel, we enclose for filing on behalf of this corporation, together with funds in payment of the required fees. This document should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 1-800-325-2671.

Very truly yours,

Karen L. Buss

Karen L. Buss
Customer Specialist

KLB/ko

Enclosure(s)

FILED
NOV 14 1995
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA

1. CAROLIN PETROLEUM COMPANY
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. 64-0844345
(FEI number, if applicable)

4. March 29, 1994
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Nov. 07, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 200 NORTH CANAL STREET, NATCHEZ, Mississippi 39120
(Current mailing address)

8. OIL AND GAS EXPLORATION AND PRODUCTION
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
plantation, Florida, 33124
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
C/T Corporation System
(Registered agent's signature) (Officer)

Jonathan L. Miles-Assistant Secretary
(Type Name and Title of Officer)

11 Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated

12 Names and addresses of officers and/or directors

A DIRECTORS PLEASE SEE ATTACHED

Chairman _____

Address: _____

Vice Chairman _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS PLEASE SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

REC. & COMM. DIV.
55 NOV 13 AM 8:33
1774 8877

Treasurer _____

Address _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors

13. *H. Michael Tatum, Jr.*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. H. MICHAEL TATUM, JR., Vice President
(Typed or printed name and capacity of person signing application)

RECEIVED
NOV 18 11 03
11 18 03

CALLON PETROLEUM COMPANY
(Delaware Domestic)
FEI - 64-0844345

DIRECTORS

John S. Callon, Chairman	200 N. Canal	Natchez, MS 39120
Fred L. Callon	200 N. Canal	Natchez, MS 39120
Dennis W. Christian	200 N. Canal	Natchez, MS 39120
Robert A. Stanger	1129 Broad St.	Shrewsbury, NJ 07702
John C. Wallace	65 Vincent Square	London, England SW1P 2RX
Bob F. Weatherly	2400 West Loop South	Houston, TX 77027
Richard O. Wilson	2400 West Loop South	Houston, TX 77027

OFFICERS

Fred L. Callon, President	200 N. Canal	Natchez, MS 39120
Dennis W. Christian, Senior Vice-President	200 N. Canal	Natchez, MS 39120
H. Michael Tatum, Jr., Vice President/Secretary	200 N. Canal	Natchez, MS 39120
John S. Weatherly, Vice-President/Chief Financial Officer/Treasurer	200 N. Canal	Natchez, MS 39120

CALLON PETROLEUM COMPANY
55 NOV 13 AM 6:55
NATCHEZ, MISSISSIPPI

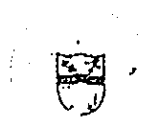
State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CALLON PETROLEUM COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

RECORDED
SERIALIZED
OCT 31 1995



Edward J. Freel

Edward J. Freel, Secretary of State

2390003 8300

950248655

IDENTIFICATION

DATE

7690565

10-27-95