

GULFPORT ENERGY CORP  
Form 10QSB/A  
February 18, 2005

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-QSB/A**

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2004  
Commission File Number 000-19514

**Gulfport Energy Corporation**

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(Name of small business issuer in its charter)

Delaware  
(State or other jurisdiction of  
Incorporation or organization)

73-1521290  
(IRS Employer  
Identification Number)

14313 North May Avenue, Suite 100  
Oklahoma City, Oklahoma 73134  
(405) 848-8807

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(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive office)

Securities registered pursuant to Section 12(b) of the Act:

Not Applicable

Securities registered pursuant to Section 12(g) of the Act:

**TITLE OF EACH CLASS REGISTERED**

Common Stock, \$0.01 par value

**NAME OF EACH EXCHANGE ON WHICH  
REGISTERED**

None

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Indicate by a check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

As of November 9, 2004, 20,146,566 shares of common stock were outstanding.

1

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Transitional Small Business Disclosure Format (check one): Yes  No

2

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**Explanatory Note**

The Company is filing this Amendment No.1 (the Form 10-QSB/A ) to its Quarterly Report on Form 10-QSB for the period ended September 30, 2004, originally filed with the Securities and Exchange Commission on November 12, 2004 ( Form 10-QSB ), solely because Exhibits 3.7, 3.8 and 3.9 were inadvertently omitted from the original filing. This report amends and restates in its entirety Part II, Item 6 to reflect the filing of Exhibits 3.7, 3.8, and 3.9 with this report. Pursuant to Rule 12b-15, the Company is also filing Exhibits 31.1, 31.2 and 32.1 and 32.2 to include new certifications which refer to the filing of this Form 10-QSB/A.

Except as noted herein, no other changes were made to the Company s Form 10-QSB, and the Form 10-QSB does not reflect events occurring after the filings of the Form 10-QSB.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
3.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Form 10-Q filed December 1, 1997).
3.2	Amendment to Certificate of Incorporation changing name of corporation to Gulfport Energy Corporation (incorporated by reference to Exhibit 3.2 to Amendment No. 1 to the Registration Statement on Form SB-2, File No. 333-115396, filed by the Company with the SEC on June 21, 2004)
3.3	Amendment to Certificate of Incorporation to increase the number of authorized shares of Common Stock from 50,000,000 to 250,000,000 (incorporated by reference to Exhibit 3.4 to Amendment No. 1 to the Registration Statement on Form SB-2, File No. 333-115396, filed by the Company with the SEC on June 21, 2004).
3.4	Amendment to Certificate of Incorporation to effect a 50 to 1 reverse stock split of the issued and outstanding Common Stock (incorporated by reference to Exhibit 3.5 to Amendment No. 1 to the Registration Statement on Form SB-2, File No. 333-115396, filed by the Company with the SEC on June 21, 2004).
3.5	Amendment to Certificate of Incorporation to reduce the number of authorized shares of Common Stock from 250,000,000 to 15,000,000 (incorporated by reference to Exhibit 3.6 to Amendment No. 1 to the Registration Statement on Form SB-2, File No. 333-115396, filed by the Company with the SEC on June 21, 2004).
3.6	Amendment to Certificate of Incorporation to increase the number of shares of capital stock from 15,000,000 to 25,000,000 (incorporated by reference to Exhibit A to Information Statement filed on February 20, 2004).
3.7*	Certificate of Amendment, dated July 20, 2004, of the Restated Certificate of Incorporation to increase the number of shares of capital stock from 25,000,000 to 40,000,000.
3.8*	Certificate of Designations, Preferences and relative Participating, Optional and Other Special Rights of Preferred Stock and Qualifications, Limitations and Restrictions Thereof of Cumulative Preferred Stock Series A, dated March 28, 2002.
3.9*	Certificate of Amendment, dated July 20, 2004, of the Certificate of Designations, Preferences and Relative Participating, Optional and Other special Rights of Preferred Stock and Qualifications, Limitations and Restrictions Thereof of cumulative Preferred Stock Series A.
4.1	Bylaws (incorporated by reference to Exhibit 3.2 to the Form 10-Q filed December 1, 1997). Form of Common Stock certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to the Registration Statement on Form SB-2, File No. 333-115396, filed by the Company with the SEC on July 22, 2004).

- 31.1\* Certification of Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- 31.2\* Certification of Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
- 32.1\* Certification of Chief Executive Officer of the Registrant pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.
- 32.2\* Certification of Chief Financial Officer of the Registrant pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.

\* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GULFPORT ENERGY CORPORATION

Date: February 18, 2005

By: /s/ Mike Liddell

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Mike Liddell  
Chief Executive Officer

Date: February 18, 2005

By: /s/ Mike Moore

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Mike Moore  
Chief Financial Officer

