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TIDELANDS OIL & GAS CORP/WA
Form 10QSB/A
April 20, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-QSB
Amendment No. 1

(Mark one)

Quarterly Report Under Section 13 or 15(d) of The Securities Exchange Act of 1934

For the quarterly period ending March 31, 2004

Transition Report Under Section 13 or 15(d) of The Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number: 0-29613

TIDELANDS OIL & GAS CORPORATION
(Exact name of small business issuer as specified in its charter)

Nevada

66-0549380

(State of incorporation)

(IRS Employer ID Number)

1862 West Bitters Rd., San Antonio, TX 78410

(Address of principal executive offices)

(210) 764-8642

(Issuer's telephone number)

Securities registered under Section 12 (b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act:
Common Stock - \$0.001 par value

Check whether the issuer has (1) filed all reports required to be files by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No
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APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

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Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No
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APPLICABLE ONLY TO CORPORATE ISSUERS

As of March 31, 2004, there were 48,875,325 shares of Common Stock issued and outstanding.

Transitional Small Business Disclosure Format : Yes No X
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The undersigned Registrant hereby amends and restates Item 3 of its Quarterly Report on Form 10-QSB for the period ended March 31, 2004.

ITEM 3. CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures.

As of the end of the reporting period, March 31, 2004, we carried out an evaluation, under the supervision and with the participation of our management, including the Company's Chairman and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"), which disclosure controls and procedures are designed to insure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods specified by the SEC's rules and forms. Based upon that evaluation, the Chairman and the Chief Financial Officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in the Company's period SEC filings.

(b) Changes in Internal Control.

Subsequent to the date of such evaluation as described in subparagraph(a)above, there were no changes in our internal controls or other factors that could significantly affect these controls, including any corrective action with regard to significant deficiencies and material weaknesses.

ITEM 13. Exhibits and Reports on Form 8-K

(b) Exhibits

- 31.1 Chief Executive Officer-Section 302 Certification pursuant to Sarbanes- Oxley Act.
- 31.2 Chief Financial Officer- Section 302 Certification pursuant to Sarbanes-Oxley Act.
- 32.1 Chief Executive Officer-Section 906 Certification pursuant to Sarbanes-Oxley Act.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) to the Securities Exchange Act of 1934, the Company has duly caused this Form 10-QSB Report for the period ending March 31, 2004 to be signed on its behalf by the undersigned, thereunto duly authorized on this 1st day of April, 2005.

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TIDELANDS OIL & GAS CORPORATION

BY: /s/ Mike Ward

Michael Ward, President, CEO

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Date: April 1, 2005

/s/ Michael Ward

Michael Ward, President, CEO
Director

/s/ James B. Smith

James B. Smith,
Sr.Vice President,
CFO