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Mar 04 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000000526 (2)

1. Corporation Name
SCA SUCCESSOR II, INC.



Principal Place of Business: SUITE 500, PARK CHARLES BLDG. 218 N. CHARLES ST. BALTIMORE MD 21201
Mailing Address: SUITE 500, PARK CHARLES BLDG. 218 N. CHARLES ST. BALTIMORE MD 21201-4021

3. Date Incorporated or Qualified: 01/31/1995
3a. Date of Last Report: 03/05/1996
4. FEI Number: 52-1910458
Applied For: Not Applicable
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State: 23 Zip: 24 Country: 25
2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State: 28 Zip: 29 Country: 30

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
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS	
TITLE: C	<input type="checkbox"/> DELETE
NAME: CARLSON, GARRETT G	
STREET ADDRESS: 4501 TAMiami TRAIL NORTH, SUITE 218	
CITY-ST-ZIP: NAPLES FL	
TITLE: DPT	<input type="checkbox"/> DELETE
NAME: JOSEPH, MARK K	
STREET ADDRESS: 218 N CHARLES ST, STE 500	
CITY-ST-ZIP: BALTIMORE MD 21201	
TITLE: DVM	<input type="checkbox"/> DELETE
NAME: HOBBS, THOMAS R	
STREET ADDRESS: 218 N CHARLES ST, STE 500	
CITY-ST-ZIP: BALTIMORE MD 21201	
TITLE: D	<input type="checkbox"/> DELETE
NAME: HILLMAN, ROBERT S	
STREET ADDRESS: SUITE 1400, 7 ST. PAUL ST.	
CITY-ST-ZIP: BALTIMORE MD 21202	
TITLE: SV	<input type="checkbox"/> DELETE
NAME: DUKER, MARILYNN K	
STREET ADDRESS: 218 N CHARLES ST, STE 500	
CITY-ST-ZIP: BALTIMORE MD 21201	
TITLE:	<input type="checkbox"/> DELETE
NAME:	
STREET ADDRESS:	
CITY-ST-ZIP:	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE: C	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME: Carlson, Garrett G	
1.3 STREET ADDRESS: 1330 Galleon Drive	
1.4 CITY-ST-ZIP: Naples, FL 34102-7712	
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 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: *Thomas R. Hobbs* (Signature and Title Required)
THOMAS R. HOBBS, SENIOR VICE PRESIDENT
Date: 2/5/97 Daytime Phone #: (410) 962-8044

CR2E034 (9/96)