

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 30, 1999 8:00 am
Secretary of State

08-30-1999 90002 019 ***558.75

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # F95000000526

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		01/31/1995	
Suite, Apt. #, etc. -		Suite, Apt. #, etc.		4. FEI Number	
22		27		52-1910458	
City & State		City & State		Applied For	
23		28		Not Applicable	
Zip	Country	Zip	Country	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
24	25	29	30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes the current year Intangible Personal Property. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARLSON, GARRETT G	1.2 NAME	
STREET ADDRESS	1330 GALLEON DR	1.3 STREET ADDRESS	
CITY-ST-ZIP	NAPLES FL	1.4 CITY-ST-ZIP	
TITLE	DPT <input type="checkbox"/> DELETE	2.1 TITLE	2.1 Chairman, <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOSEPH, MARK K	2.2 NAME	President,
STREET ADDRESS	218 N CHARLES ST, STE 500	2.3 STREET ADDRESS	Treasurer
CITY-ST-ZIP	BALTIMORE MD 21201	2.4 CITY-ST-ZIP	
TITLE	BVM <input type="checkbox"/> DELETE	3.1 TITLE	3.1 Senior VP, <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOBBS, THOMAS R	3.2 NAME	General Manager
STREET ADDRESS	218 N CHARLES ST, STE 500	3.3 STREET ADDRESS	
CITY-ST-ZIP	BALTIMORE MD 21201	3.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HILLMAN, ROBERT S	4.2 NAME	
STREET ADDRESS	SUITE 1400, 7 ST. PAUL ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	BALTIMORE MD 21202	4.4 CITY-ST-ZIP	
TITLE	SV <input type="checkbox"/> DELETE	5.1 TITLE	5.1 Vice President, <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUKER, MARILYNN K	5.2 NAME	Secretary
STREET ADDRESS	218 N CHARLES ST, STE 500	5.3 STREET ADDRESS	
CITY-ST-ZIP	BALTIMORE MD 21201	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	Vice President <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Falcone, Michael L.	6.2 NAME	
STREET ADDRESS	218 N Charles St, Ste. 500	6.3 STREET ADDRESS	
CITY-ST-ZIP	Baltimore MD 21201	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.

SIGNATURE: *Thomas R. Hobbs* SIGNATURE REQUIRED: Thomas R. Hobbs 8/31/99 (410) 962-8044

CR2E034 (5/99)