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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90138 030 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # **F97000005365**

1. Corporation Name
SCA FLORIDA HOLDINGS (2) INCORPORATED



DO NOT WRITE IN THIS SPACE

Principal Place of Business
SIX PEIDMONT CENTER SUITE 600 ATLANTA GA 30305 US

Mailing Address
7777 MARKET CENTER AVENUE EL PASO TX 79912 US

3. Date Incorporated or Qualified
10/13/1997

4. FEI Number
74-2846442

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 owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
21 7670 S. Chester Street Suite, Apt. #, etc. Suite 100 Englewood, CO 80112 USA

2a. Mailing Address
26 C/O Archstone Tax Dept. Suite, Apt. #, etc. 7777 Market Center Avenue El Paso, TX 79912 USA

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** **85 Zip Code**

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CCOD <input checked="" type="checkbox"/> DELETE	1.1 TITLE	D/C/CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MOORE, CONSTANCE B	1.2 NAME	Sellers, R. Scot
STREET ADDRESS	SIX PIEDMOND CENTER, STE. 600	1.3 STREET ADDRESS	7670 S. Chester Street, Suite 100
CITY-ST-ZIP	ATLANTA GA 30305	1.4 CITY-ST-ZIP	Englewood, CO 80112
TITLE	DCCO <input checked="" type="checkbox"/> DELETE	2.1 TITLE	D/M/COO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	POTTS, JAMES C	2.2 NAME	Whelan, Patrick R.
STREET ADDRESS	SIX PIEDMOND CENTER, STE. 600	2.3 STREET ADDRESS	7670 S. Chester Street, Suite 100
CITY-ST-ZIP	ATLANTA GA 30305	2.4 CITY-ST-ZIP	Englewood, CO 80112
TITLE	VD <input type="checkbox"/> DELETE	3.1 TITLE	M/D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FREEMAN, J. LINDSAY	3.2 NAME	Freeman, J. Lindsay
STREET ADDRESS	SIX PIEDMOND CENTER, STE. 600	3.3 STREET ADDRESS	Six Piedmont Center, Suite 600
CITY-ST-ZIP	ATLANTA GA 30305	3.4 CITY-ST-ZIP	Atlanta, GA 30305
TITLE	VT <input type="checkbox"/> DELETE	4.1 TITLE	SV/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KELL, WILLIAM	4.2 NAME	Kell, William
STREET ADDRESS	7777 MARKET CENTER AVENUE	4.3 STREET ADDRESS	7777 Market Center Avenue
CITY-ST-ZIP	EL PASO TX 79912	4.4 CITY-ST-ZIP	El Paso, TX 79912
TITLE	VS <input type="checkbox"/> DELETE	5.1 TITLE	SV/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLOPF, JEFFREY A	5.2 NAME	Klopf, Jeffrey A.
STREET ADDRESS	125 LINCOLN AVE.	5.3 STREET ADDRESS	125 Lincoln Avenue
CITY-ST-ZIP	SANTA FE NM 87501	5.4 CITY-ST-ZIP	Santa Fe, NM 87501
TITLE	V <input checked="" type="checkbox"/> DELETE	6.1 TITLE	SV/CFO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MILLER, BRADLEY C	6.2 NAME	Mueller Jr., Charles E.
STREET ADDRESS	SIX PIEDMONT CENTER, STE. 600	6.3 STREET ADDRESS	7670 S. Chester Street, Suite 100
CITY-ST-ZIP	ATLANTA GA 30305	6.4 CITY-ST-ZIP	Englewood, CO 80112

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, with all other like empowered.

SIGNATURE: *William Kell* **REQUIRED** Date: **4/22/99** Daytime Phone #: **915/877-1793**

CR2E034 (11/98)

SCA-Florida Holdings (2) Incorporated
Florida Profit Corporation Annual Report
Additional List of Officers

Doc. #: F97000005365
EIN #: 74-2846442

401269-90138-3

<u>Titles</u>	<u>Name</u>	<u>Address</u>
SV	Brown, Neil T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Nolan, Christopher T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
SV	Rand, Glenn T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Snider, L. Douglas	Six Piedmont Center, Suite 600 Atlanta, GA 30305
AS	Marker, Lucinda G.	125 Lincoln Avenue Santa Fe, NM 87501
V/AS	Wainwright, Candice T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305