

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



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

APPROVED
AND
FILED

1995 MAR 14 AM 11:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **841535** (8)

1. Corporation Name
USH II CORPORATION

Principal Place of Business 1000 WEST LOOP SOUTH POB 2863 HOUSTON TX 77252	Mailing Address 1000 WEST LOOP SOUTH POB 2863 HOUSTON TX 77252
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DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified 09/28/1978	3a. Date of Last Report 05/01/1994
4. FEI Number 59-1841082	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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 re-registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE	P
NAME	PETTY, JAMES R.
STREET ADDRESS	311 PARK PLACE BLVD.
CITY - ST - ZIP	CLEARWATER, FL 0
TITLE	VS
NAME	MCCABE, RONALD C
STREET ADDRESS	311 PARK PLACE BLVD.
CITY - ST - ZIP	CLEARWATER FL
TITLE	VAS
NAME	LANE, STEVEN E.
STREET ADDRESS	1800 WEST LOOP SOUTH
CITY - ST - ZIP	HOUSTON TX
TITLE	T
NAME	CALDWELL, MARJORIE L.
STREET ADDRESS	1800 WEST LOOP SOUTH
CITY - ST - ZIP	HOUSTON TX
TITLE	D
NAME	SLAUGHTER, RICHARD G.
STREET ADDRESS	1800 W LOOP SOUTH
CITY - ST - ZIP	HOUSTON TX
TITLE	VAS
NAME	FRUEH, GARY L.
STREET ADDRESS	1000 WEST LOOP SOUTH
CITY - ST - ZIP	HOUSTON TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	700001480607
1.4 CITY - ST - ZIP	-03/15/95--01090--015
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	###200.00
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Treasurer/Director
4.3 STREET ADDRESS	Thomas A. Napoli
4.4 CITY - ST - ZIP	1800 West Loop South Houston, Texas 77027
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	get
6.3 STREET ADDRESS	3-14
6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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:

Steven E. Lane
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/10/95

713/877-2311

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Additional officers for USH II CORPORATION

Kevin Kennedy	Vice President, 311 Park Place Blvd, Clearwater, Florida 34619
Chester P. Sadowski	Director, Vice President, Assistant Secretary 1800 West Loop South, Houston, Texas 77027
Thomas A. Napoli	Director, Vice President, Assistant Secretary 1800 West Loop South, Houston, Texas 77027
Brenda Phillips	Assistant Secretary, 311 Park Place Blvd. Clearwater, Florida 34619