

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **841535** (8)

1. Corporation Name
USH II CORPORATION

Principal Place of Business 1800 WEST LOOP SOUTH POB 2863 HOUSTON TX 77252	Mailing Address 1800 WEST LOOP SOUTH POB 2863 HOUSTON TX 77252-2863
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3. Date Incorporated or Qualified 09/28/1978		3a. Date of Last Report 04/30/1996	
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	27 City & State	28 City & State
22 City & State	23 Zip	29 Zip	30 Country
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 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PETTY, JAMES R.	1.2 NAME	
STREET ADDRESS	311 PARK PLACE BLVD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER, FL 0	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCABE, RONALD C	2.2 NAME	
STREET ADDRESS	311 PARK PLACE BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	CLEARWATER FL	2.4 CITY-ST-ZIP	
TITLE	VAS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LANE, STEVEN E.	3.2 NAME	
STREET ADDRESS	1800 WEST LOOP SOUTH	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	3.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NAPOLI, THOMAS A	4.2 NAME	
STREET ADDRESS	1800 WEST LOOP SOUTH	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SLAUGHTER, RICHARD G.	5.2 NAME	
STREET ADDRESS	1800 W LOOP SOUTH	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	5.4 CITY-ST-ZIP	
TITLE	VAS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FRUEH, GARY L.	6.2 NAME	
STREET ADDRESS	1800 WEST LOOP SOUTH	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	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: *Steven E. Lane* April 18, 1997 713/877-2311

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)