

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 29 PM 3:44



1. Name of Limited Partnership BARKLEY PLACE II LIMITED PARTNERSHIP	1a. DOCUMENT # B95000000045
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2. Mailing Address PARK CHARLES BUILDING 218 N. CHARLES STREET, SUITE 500 BALTIMORE MD 21201	2a. Principal Office Address PARK CHARLES BUILDING 218 N. CHARLES STREET, SUITE 500 BALTIMORE MD 21201
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3. Date Formed or Registered 02/08/1995	5a. Capital Contributions as Shown on record. \$494.00
3a. Date of Last Report 12/30/1996	5b. Amount of Capital Contributions in FLORIDA to date:
4. State or Country of Formation MD	6. FEI Number 52-1596586
7. Certificate of Status Desired	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
8. Make check payable to: Dept. of State (See reverse side for fee information)	\$8.75 Additional Fee Required

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324
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10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City	500002399725--2 -01/14/98--01054--003 ****156.25 ****156.25 FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____

DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s) SCA SUCCESSOR II, INC.	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 218 N. CHARLES STREET	11b. City, State & Zip Code BALTIMORE MD 21201	11c. Registration/Document Number F95000000526 
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE _____

DATE 12/17/97

Typed or Printed Name of General Partner Signing Form

Thomas R. Hobbs, Senior Vice President
 SCA Successor II, Inc., General Partner

Daytime Telephone Number

410-962-8044

CR25003 (6/97)