
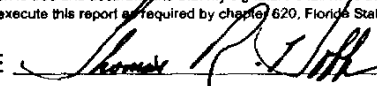


FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership		1a. DOCUMENT # B95000000045	
BARKLEY PLACE II LIMITED PARTNERSHIP			
Mailing Address PARK CHARLES BUILDING 218 N. CHARLES STREET, SUITE 500 BALTIMORE MD 21201		Principal Office Address PARK CHARLES BUILDING 218 N. CHARLES STREET, SUITE 500 BALTIMORE MD 21201	
2. Mailing Address		2a. Principal Office Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip Country		Zip Country	
3. Date Formed or Registered 02/08/1995		5a. Capital Contributions as Shown on record \$494.00	
3a. Date of Last Report 12/29/1997		5b. Amount of Capital Contributions in FLORIDA to date.	
4. State or Country of Formation MD		6. FEI Number 52-1596586 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City	
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.		100002778241-5 -02/17/99--01061--023 ****150.00	
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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
SCA SUCCESSOR II, INC.	218 N. CHARLES STREET	BALTIMORE MD 21201	F95000000526
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 1/29/99	
Typed or Printed Name of General Partner Signing Form Thomas R. Hobbs		Daytime Telephone Number (410) 962-8044	

CR2E003 (8/98)