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FILED
May 14 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # F97000003365 (0)

1. Corporation Name

CAMDEN SUBSIDIARY, INC.



Principal Place of Business

3200 SOUTHWEST FREEWAY SUITE 1500
HOUSTON TX 77027

Mailing Address

3200 SOUTHWEST FREEWAY SUITE 1500
HOUSTON TX 77027

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/27/1997	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 76-0522167	
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

8. Name and Address of Current Registered Agent

BLACK, THOMAS W ESQUIRE
101 E. KENNEDY BLVD., SUITE 3700
TAMPA FL 33602

10. Name and Address of New Registered Agent

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEO	1.1 TITLE	V
NAME	CAMPO, RICHARD J	1.2 NAME	STEWART, H. MALCOLM
STREET ADDRESS	3200 SOUTHWEST FREEWAY SUITE 1500	1.3 STREET ADDRESS	3200 SOUTHWEST FREEWAY, SUITE 1500
CITY-ST-ZIP	HOUSTON TX 77027	1.4 CITY-ST-ZIP	HOUSTON, TEXAS 77027
TITLE	PD	2.1 TITLE	V
NAME	ODEN, D K	2.2 NAME	BIGGS, MICHAEL W.
STREET ADDRESS	3200 SOUTHWEST FREEWAY SUITE 1500	2.3 STREET ADDRESS	3200 SOUTHWEST FREEWAY, SUITE 1500
CITY-ST-ZIP	HOUSTON TX 77027	2.4 CITY-ST-ZIP	HOUSTON, TEXAS 77027
TITLE	VATS	3.1 TITLE	
NAME	JOHNSON, ELIZABETH P	3.2 NAME	
STREET ADDRESS	3200 SOUTHWEST FREEWAY SUITE 1500	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	
NAME	HINTON, JAMES M	4.2 NAME	
STREET ADDRESS	3200 SOUTHWEST FREEWAY SUITE 1500	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	
NAME	DMICK, ALISON	5.2 NAME	
STREET ADDRESS	3200 SOUTHWEST FREEWAY SUITE 1500	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	
NAME	DAWSON, G S	6.2 NAME	
STREET ADDRESS	3200 SOUTHWEST FREEWAY SUITE 1500	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77027	6.4 CITY-ST-ZIP	

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.

E. Steven Dawson

(713) 964-3555

CP2E034 (10/97)