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Apr 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000005365 (8)

1. Corporation Name
SCA FLORIDA HOLDINGS (2) INCORPORATED



Principal Place of Business 125 LINCOLN AVE. SANTA FE NM 87501	Mailing Address 125 LINCOLN AVE. SANTA FE NM 87501
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Six Piedmont Center Suite, Apt. #, etc. 22 Suite 600 City & State 23 Atlanta, GA Zip 24 30305		2a. Mailing Address 26 7777 Market Center Avenue Suite, Apt. #, etc. 27 City & State 28 El Paso, TX Zip 29 79912		3. Date Incorporated or Qualified 10/13/1997		4. FEI Number 74-2846442		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		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		8.75 Additional Fee Required		5.00 May Be Added to Fees	
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				10. Name and Address of New Registered Agent 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 _____ (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	COO	1.1 TITLE	C/COO/D
NAME	MOORE, CONSTANCE B	1.2 NAME	Moore, Constance B.
STREET ADDRESS	SIX PIEDMOND CENTER, STE. 600	1.3 STREET ADDRESS	Six Piedmont Center, Suite 600
CITY-ST-ZIP	ATLANTA GA 30305	1.4 CITY-ST-ZIP	Atlanta, GA 30305
TITLE	C	2.1 TITLE	D/C/CIO
NAME	POTTS, JAMES C	2.2 NAME	Potts, James C.
STREET ADDRESS	SIX PIEDMOND CENTER, STE. 600	2.3 STREET ADDRESS	Six Piedmont Center, Suite 600
CITY-ST-ZIP	ATLANTA GA 30305	2.4 CITY-ST-ZIP	Atlanta, GA 30305
TITLE	V	3.1 TITLE	D/V
NAME	FREEMAN, J. LINDSAY	3.2 NAME	Freeman, J. Lindsay
STREET ADDRESS	SIX PIEDMOND CENTER, STE. 600	3.3 STREET ADDRESS	Six Piedmont Center, Suite 600
CITY-ST-ZIP	ATLANTA GA 30305	3.4 CITY-ST-ZIP	Atlanta, GA 30305
TITLE	V	4.1 TITLE	V/T
NAME	GARDNER, JOHN H JR.	4.2 NAME	Kell, William
STREET ADDRESS	11 S. LASALLE ST., 2ND FL.	4.3 STREET ADDRESS	7777 Market Center Avenue
CITY-ST-ZIP	CHICAGO IL 60603	4.4 CITY-ST-ZIP	El Paso, TX 79912
TITLE	VS	5.1 TITLE	
NAME	KLOPF, JEFFREY A	5.2 NAME	
STREET ADDRESS	125 LINCOLN AVE.	5.3 STREET ADDRESS	
CITY-ST-ZIP	SANTA FE NM 87501	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	
NAME	MILLER, BRADLEY C	6.2 NAME	
STREET ADDRESS	SIX PIEDMONT CENTER, STE. 600	6.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA 30305	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.

SIGNATURE _____

CR2E034 (10/97)

SCA-Florida Holdings (2) Incorporated
Florida Profit Corporation Annual Report
Additional List of Officers

Doc. #: F97000005365(8)
EIN #: 74-2846442

<u>Titles</u>	<u>Name</u>	<u>Address</u>
V	Brown, Neil T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Hartman, W. Scott	11 S. LaSalle Street, 2nd Floor Chicago, IL 60603
V	Schumacher, Ann L.	7777 Market Center Avenue El Paso, TX 79912
V	Snider, Douglas L.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
V	Barrows, Raymond D.	Six Piedmont Center, Suite 600 Atlanta, GA 30305
Assistant S	Marker, Lucinda G.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Wainwright, Candice T.	Six Piedmont Center, Suite 600 Atlanta, GA 30305