


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

FILED

Feb 05 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 # F97000005859 (0)		
1. Corporation Name SPC - NEWCO, INC.		



DO NOT WRITE IN THIS SPACE

Principal Place of Business 5454 WISCONSIN AVE., STE. 1600 CHEVY CHASE MD 20815	Mailing Address 5454 WISCONSIN AVE., STE. 1600 CHEVY CHASE MD 20815
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2. Principal Place of Business 21 Three Riverway Suite, Apt. #, etc. 22 Suite 2000 City & State 23 Houston, TEXAS Zip 24 77056		2a. Mailing Address 26 Three Riverway Suite, Apt. #, etc. 27 Suite 2000 City & State 28 Houston, TEXAS Zip 29 77056		3. Date Incorporated or Qualified 11/05/1997	
25 USA		30 USA		4. FEI Number 52-2059311	
				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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CP	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	PD	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	STEUART, LEONARD P II			1.2 NAME	Mottale, Mois		
STREET ADDRESS	5454 WISCONSIN AVE., STE. 1600			1.3 STREET ADDRESS	Three Riverway, STE 2000		
CITY-ST-ZIP	CHEVY CHASE MD 20815			1.4 CITY-ST-ZIP	Houston, TEXAS 77056		
TITLE	DV	<input checked="" type="checkbox"/> DELETE		2.1 TITLE	VD	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	STEUART, GUY T II			2.2 NAME	SASSOON, KAMRAN		
STREET ADDRESS	5454 WISCONSIN AVE., STE. 1600			2.3 STREET ADDRESS	Three Riverway, Ste 2000		
CITY-ST-ZIP	CHEVY CHASE MD 20815			2.4 CITY-ST-ZIP	Houston, TEXAS 77056		
TITLE	DS	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	VD	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	CLARK, JOHN R III			3.2 NAME	Lindley, Larry L.		
STREET ADDRESS	5454 WISCONSIN AVE., STE. 1600			3.3 STREET ADDRESS	Three Riverway, Ste 2000		
CITY-ST-ZIP	CHEVY CHASE MD 20815			3.4 CITY-ST-ZIP	Houston, TEXAS 77056		
TITLE	T	<input checked="" type="checkbox"/> DELETE		4.1 TITLE	Treasurer/ Secretary	<input checked="" type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	GOHEEN, MICHAEL B			4.2 NAME	Anthony Voigt		
STREET ADDRESS	5454 WISCONSIN AVE., STE. 1600			4.3 STREET ADDRESS	Three Riverway, Suite 2000		
CITY-ST-ZIP	CHEVY CHASE MD 20815			4.4 CITY-ST-ZIP	Houston, TEXAS 77056		
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE	VD	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME				5.2 NAME	McNear, Steve M.		
STREET ADDRESS				5.3 STREET ADDRESS	Three Riverway, Ste 2000		
CITY-ST-ZIP				5.4 CITY-ST-ZIP	Houston, TEXAS 77056		
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				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:

 **SIGNATURE REQUIRED**

1-26-98 (713) 629-1563

CR2E034 (10/97)