

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

FILED
Sep 15 1997 8:00am
Secretary of State

DOCUMENT # P29643 (4)
1. Corporation Name
PHC FUNDING CORP.

Principal Place of Business
515 W. GREENS ROAD
SUITE 800
HOUSTON TX 77067
Mailing Address
515 W. GREENS ROAD
SUITE 800
HOUSTON TX 77067



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/06/1990		3a. Date of Last Report 10/02/1996	
21		26		4. FEI Number 95-4259670		Applied For Not Applicable	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input checked="" type="checkbox"/>		\$8.75 Additional Fee Required	
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Zip		25 Country		29 Zip		30 Country	
24		25		29		30	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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

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	PD	DELETE <input checked="" type="checkbox"/>		1.1 TITLE	DP	Change <input type="checkbox"/>	Addition <input checked="" type="checkbox"/>
NAME	MESSINGER, R.J.			1.2 NAME	Miller, Charles R.		
STREET ADDRESS	515 W. GREENS ROAD, SUITE 800			1.3 STREET ADDRESS	515 W. Greens Road Ste. 800		
CITY-ST-ZIP	HOUSTON TX 77067			1.4 CITY-ST-ZIP	Houston, TX 77067		
TITLE	SVP	DELETE <input checked="" type="checkbox"/>		2.1 TITLE	DVS	Change <input type="checkbox"/>	Addition <input checked="" type="checkbox"/>
NAME	ASBELL, GEORGE			2.2 NAME	VanDevender, James G.		
STREET ADDRESS	515 W. GREENS ROAD, SUITE 800			2.3 STREET ADDRESS	515 W. Greens Road, Ste. 800		
CITY-ST-ZIP	HOUSTON TX 77067			2.4 CITY-ST-ZIP	Houston, TX 77067		
TITLE	VSD	DELETE <input checked="" type="checkbox"/>		3.1 TITLE	DV	Change <input type="checkbox"/>	Addition <input checked="" type="checkbox"/>
NAME	JOYNER, ROBERT			3.2 NAME	Patterson, Ronald R.		
STREET ADDRESS	515 W. GREENS ROAD, SUITE 800			3.3 STREET ADDRESS	515 W. Greens Road Ste. 800		
CITY-ST-ZIP	HOUSTON TX 77067			3.4 CITY-ST-ZIP	Houston, TX 77067		
TITLE	VD	DELETE <input checked="" type="checkbox"/>		4.1 TITLE	VTAS	Change <input type="checkbox"/>	Addition <input checked="" type="checkbox"/>
NAME	MALMSTROM, EDWARD C			4.2 NAME	Frankovich, Deborah H.		
STREET ADDRESS	280 VESSEY STREET			4.3 STREET ADDRESS	515 W. Greens Road Ste. 800		
CITY-ST-ZIP	NEW YORK NY			4.4 CITY-ST-ZIP	Houston, TX 77067		
TITLE		DELETE <input type="checkbox"/>		5.1 TITLE	VAS	Change <input type="checkbox"/>	Addition <input checked="" type="checkbox"/>
NAME				5.2 NAME	Miskin, Suzanne S.		
STREET ADDRESS				5.3 STREET ADDRESS	515 W. Greens Road Ste. 800		
CITY-ST-ZIP				5.4 CITY-ST-ZIP	Houston, TX 77067		
TITLE		DELETE <input type="checkbox"/>		6.1 TITLE	VAS	Change <input type="checkbox"/>	Addition <input checked="" type="checkbox"/>
NAME				6.2 NAME	Uribe, Frank A.		
STREET ADDRESS				6.3 STREET ADDRESS	515 W. Greens Road, Suite 800		
CITY-ST-ZIP				6.4 CITY-ST-ZIP	Houston, TX 77067		

14. I do 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:

Suzanne S. Niflin 8/27/97

CR2E034 (4/97)

OFFICERS AND DIRECTORS
OF
PHIC FUNDING CORP.

Directors:

<u>NAME</u>	<u>ADDRESS</u>
Charles R. Miller	515 W. Greens Road, Ste. 800, Houston, TX 77067
James G. VanDevender	515 W. Greens Road, Ste. 800, Houston, TX 77067
Ronald R. Patterson	515 W. Greens Road, Ste. 800, Houston, TX 77067

Officers:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Charles R. Miller	President	515 W. Greens Road, Ste. 800, Houston, TX 77067
James G. VanDevender	Chief Financial Officer, Vice President, and Secretary	515 W. Greens Road, Ste. 800, Houston, TX 77067
Ronald R. Patterson	Vice President	515 W. Greens Road, Ste. 800, Houston, TX 77067
Deborah H. Frankovich	Vice President, Treasurer and Assistant Secretary	515 W. Greens Road, Ste. 800, Houston, TX 77067
Suzanne S. Miskin	Vice President and Assistant Secretary	515 W. Greens Road, Ste. 800, Houston, TX 77067
Frank A. Uribe	Vice President and Assistant Secretary	515 W. Greens Road, Ste. 800, Houston, TX 77067
Larry Humphrey	Vice President and Assistant Secretary	515 W. Greens Road, Ste. 800, Houston, TX 77067