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Apr 23 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 # P94000024628 (7)
 1. Corporation Name
SCA-FLORIDA HOLDINGS (I) INCORPORATED



Principal Place of Business
6 PIEDMONT CENTER SUITE 600 ATLANTA GA 30305 US

Mailing Address
7777 MARKET CENTER AVE. EL PASO TX 79912 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt #, etc
 22 City & State
 23 Zip
 24 Country

2a. Mailing Address
 26 Suite, Apt #, etc.
 27 City & State
 28 Zip
 29 Country

3. Date Incorporated or Qualified
03/28/1994

4. FEI Number
74-2718476

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

**THE PRENTICE HALL CORPORATION SYSTEM, INC.
 1201 HAYS ST.
 SUITE 105
 TALLAHASSEE FL 32301**

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 _____ DATE _____
(NOTE: Registered Agent signature required when reissuing)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE
DC	POTTS, JAMES C.	6 PIEDMONT CENTER, SUITE 600	ATLANTA GA	<input type="checkbox"/>
D	HOLMES, NED S	55 WAUGH PARK DR, 1111	HOUSTON TX	<input checked="" type="checkbox"/>
DCP	MOORE, CONSTANCE B.	6 PIEDMONT CENTER, SUITE 600	ATLANTA GA	<input type="checkbox"/>
SV	FREEMAN, J LINDSAY	6 PIEDMONT CTR, 600	ATLANTA GA	<input type="checkbox"/>
SV	GARDNER, JOHN H JR	125 LINCOLN AVE	SANTA FE NM	<input checked="" type="checkbox"/>
SV	MILLER, BRADLEY C	6 PIEDMONT CTR, 600	ATLANTA GA	<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	DELETE	Change	Addition
C/CIO/D	Potts, James C.	Six Piedmont Center, Suite 600	Atlanta, GA 30305	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
V/T	Kell, William	7777 Market Center Avenue	El Paso, TX 79912	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
C/COO/D	Moore, Constance B.	Six Piedmont Center, Suite 600	Atlanta, GA 30305	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
V/D	Freeman, J. Lindsay	Six Piedmont Center, Suite 600	Atlanta, GA 30305	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
S/V	Klopf, Jeffrey A.	125 Lincoln Avenue	Santa Fe, NM 87501	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
V	Miller, Bradley C.	Six Piedmont Center, Suite 600	Atlanta, GA 30305	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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: *William Kell* *William Kell* *4/16/98* *SV-877-320*

CRZE034 (10/97)

SCA-Florida Holdings (1) Incorporated
Florida Profit Corporation Annual Report
Additional List of Officers

Doc. #: P94000024628 (7)
EIN #: 74-2718476

<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