

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

FILED

May 15 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P97000073632 (6)

1. Corporation Name  
**USH MILLENNIUM VENTURES CORP.**

Principal Place of Business <b>1800 WEST LOOP SOUTH SUITE 1900 HOUSTON TX 77027</b>	Mailing Address <b>1800 WEST LOOP SOUTH SUITE 1900 HOUSTON TX 77027</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>08/25/1997</b>	
21		26		4. FEI Number <b>76-Q546603</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		Applied For	
22		27		Not Applicable	
City & State		City & State		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
Zip	Country	Zip	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
24	25	29	30		
9. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>				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	<input type="checkbox"/> DELETE	1.1 TITLE	President, Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	Johnson, Craig M.
STREET ADDRESS		1.3 STREET ADDRESS	1800 West Loop South, Suite 1900
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Houston, Texas 77027
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	VP, Treasurer <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	Webber, Jr., Charles
STREET ADDRESS		2.3 STREET ADDRESS	1800 West Loop South, Suite 1900
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Houston, Texas 77027
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	VP, Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		3.2 NAME	Lane, Steven E.
STREET ADDRESS		3.3 STREET ADDRESS	1800 West Loop South, Suite 1900
CITY-ST-ZIP		3.4 CITY-ST-ZIP	Houston, Texas 77027
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	VP, Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	Frueh, Gary L.
STREET ADDRESS		4.3 STREET ADDRESS	1800 West Loop South, Suite 1900
CITY-ST-ZIP		4.4 CITY-ST-ZIP	Houston, Texas 77027
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	Director <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	Slaughter, Richard G.
STREET ADDRESS		5.3 STREET ADDRESS	1800 West Loop South, Suite 1900
CITY-ST-ZIP		5.4 CITY-ST-ZIP	Houston, Texas 77027
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	VP, Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Sadowski, Chester P.
STREET ADDRESS		6.3 STREET ADDRESS	1800 West Loop South, Suite 1900
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Houston, Texas 77027

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(b), 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:

*Steven E. Lane*

STEVEN E. LANE 4/20/98

713/877-2425

CR2E034 (10/97)