

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 9, 1995.
AMOUNT DUE ON OR BEFORE 8/9/95: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375)**

PROFIT CORPORATION ANNUAL REPORT 1995



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

FILED
95 JUL 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P38924 (7)

1. Corporation Name
HCC REAL ESTATE II INC.

Principal Place of Business	Mailing Address
HYPERION CREDIT SERVICES CORPORATION 655 WINDING BROOK DRIVE GLASTONBURY CT 06033	HYPERION CREDIT SERVICES CORPORATION 655 WINDING BROOK DRIVE GLASTONBURY CT 06033

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		05/21/1992	05/01/1994
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	Applied For
22		27		65-0331234	Not Applicable
City & State		City & State		5. Certificate of Status Desired	\$8.75 Additional Fee Required
23		28		<input type="checkbox"/>	
Zip	Country	Zip	Country	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
24	25	29	30	<input type="checkbox"/>	
9. Name and Address of Current Registered Agent				B. This corporation has liability for intangible tax under s. 109.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM, INC 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				B1	Name
				B2	Street Address (P.O. Box Number is Not Acceptable)
				B3	
				B4	City
				FL	B5 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 _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DP	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RANIERI, LEWIS S	1.2 NAME	
STREET ADDRESS	50 CHARLES LINDBERGH BLVD, STE 500	1.3 STREET ADDRESS	
CITY - ST - ZIP	UNIONDALE NY	1.4 CITY - ST - ZIP	
TITLE	DVS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RANIERI, SALVATORE A	2.2 NAME	
STREET ADDRESS	50 CHARLES LINDBERGH BLVD, STE 500	2.3 STREET ADDRESS	
CITY - ST - ZIP	UNIONDALE NY	2.4 CITY - ST - ZIP	
TITLE	DV	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHAY, SCOTT A	3.2 NAME	
STREET ADDRESS	50 CHARLES LINDBERGH BLVD, STE 500	3.3 STREET ADDRESS	
CITY - ST - ZIP	UNIONDALE NY	3.4 CITY - ST - ZIP	
TITLE	VAS	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOLUSH, DAVID M	4.2 NAME	
STREET ADDRESS	50 CHARLES LINDBERGH BLVD, STE 500	4.3 STREET ADDRESS	
CITY - ST - ZIP	UNIONDALE NY	4.4 CITY - ST - ZIP	
TITLE	VAS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARCUS, DAVID W	5.2 NAME	
STREET ADDRESS	50 CHARLES LINDBERGH BLVD, STE 500	5.3 STREET ADDRESS	
CITY - ST - ZIP	UNIONDALE NY	5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	Assistant Secretary
STREET ADDRESS		6.3 STREET ADDRESS	Jenkins, Sondra R.
CITY - ST - ZIP		6.4 CITY - ST - ZIP	c/o HCSC, 655 Winding Brook Drive Glastonbury, Connecticut 06033

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(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: David W. Marcus DATE: 6/9/95
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (3/95)