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Apr 11 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # F96000005402 (0)

1. Corporation Name
XOMED SURGICAL PRODUCTS, INC.



Principal Place of Business: 6743 SOUTHPPOINT DRIVE NORTH JACKSONVILLE FL 32216
Mailing Address: 6743 SOUTHPPOINT DRIVE NORTH JACKSONVILLE FL 32216-6218

3. Date Incorporated or Qualified: 10/16/1986
3a. Date of Last Report
4. FEI Number: 06-1393528
Applied For: Not Applicable
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

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; 30

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: _____ DATE: _____
Signatures listed or printed name of registered agent and date if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PC	<input type="checkbox"/> DELETE
NAME	TREACE, JAMES T	
STREET ADDRESS	6743 SOUTHPPOINT DRIVE NORTH	
CITY- ST- ZIP	JACKSONVILLE FL 32216	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BAYS, F B	
STREET ADDRESS	6743 SOUTHPPOINT DRIVE NORTH	
CITY- ST- ZIP	JACKSONVILLE FL 32216	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	TIMBIE, THOMAS E	
STREET ADDRESS	6743 SOUTHPPOINT DRIVE NORTH	
CITY- ST- ZIP	JACKSONVILLE FL 32216	
TITLE	D	<input type="checkbox"/> DELETE
NAME	EMMITT, RICHARD B	
STREET ADDRESS	18 BANK STREET	
CITY- ST- ZIP	SUMMIT NJ 07901	
TITLE	D	<input type="checkbox"/> DELETE
NAME	KLINGENSTEIN, PAUL H	
STREET ADDRESS	1 EMBARCADERO CENTER, SUITE 3820	
CITY- ST- ZIP	SAN FRANCISCO CA 94111	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MILLER, WILLIAM R	
STREET ADDRESS	150 EAST 52ND STREET, 12TH FLOOR	
CITY- ST- ZIP	NEW YORK NY 10022	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	DPC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY- ST- ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY- ST- ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY- ST- ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY- ST- ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY- ST- ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY- ST- ZIP		

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: _____ DATE: 3/27/97 DAYTIME PHONE: 904-279-7525
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)