

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

FILED
Feb 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000005402 (0)
 1. Corporation Name
XOMED SURGICAL PRODUCTS, INC.



Principal Place of Business 6743 SOUTHPOINT DRIVE NORTH JACKSONVILLE FL 32216	Mailing Address 6743 SOUTHPOINT DRIVE NORTH JACKSONVILLE FL 32216
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DO NOT WRITE IN THIS SPACE

21 Principal Place of Business	26a Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
Zip	Zip
23 Country	28 Country
24	29
25	30

3. Date Incorporated or Qualified 10/16/1996	
4. FEI Number 06-1393528	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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** _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DPC	<input type="checkbox"/> DELETE
NAME	TREACE, JAMES T	
STREET ADDRESS	6743 SOUTHPOINT DRIVE NORTH	
CITY-ST-ZIP	JACKSONVILLE FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BAYS, F B	
STREET ADDRESS	6743 SOUTHPOINT DRIVE NORTH	
CITY-ST-ZIP	JACKSONVILLE FL 32216	
TITLE	ST	<input type="checkbox"/> DELETE
NAME	TIMBIE, THOMAS E	
STREET ADDRESS	6743 SOUTHPOINT 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 checked="" 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	<input 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 checked="" type="checkbox"/> Addition
5.2 NAME	D
5.3 STREET ADDRESS	RODMAN W. MOORHEAD, III
5.4 CITY-ST-ZIP	466 LEXINGTON AVENUE
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	NEW YORK, NY 10017
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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** **2/1/98** **904-779-7525**

CR2E034 (10/97)