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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 # 184202 (0)
1. Corporation Name
THORNTON LABORATORIES, INC.

Principal Place of Business	Mailing Address
1145 E CASS ST TAMPA FL 33602-3536	1145 E CASS ST TAMPA FL 33602-3536



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/29/1955	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-0481400	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24		29		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	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
THORNTON, CHARLES C. 1145 EAST CASS STREET TAMPA FL 33602				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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	STD	1.1 TITLE	
NAME	BRISTOL, USA J	1.2 NAME	
STREET ADDRESS	12913 TIKIWOOD CT.	1.3 STREET ADDRESS	
CITY-ST-ZIP	RIVERVIEW FL	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	
NAME	HARVEY, MARCIA S	2.2 NAME	
STREET ADDRESS	17301 CARRIAGE WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	ODESSA FL	2.4 CITY-ST-ZIP	
TITLE	CEO	3.1 TITLE	
NAME	THORNTON, CHARLES C	3.2 NAME	
STREET ADDRESS	14717 CLARENDON DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	
NAME	THORNTON, JANE H.	4.2 NAME	
STREET ADDRESS	14717 CLARENDON DR	4.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	ROSENKRANZ, STANLEY W.	5.2 NAME	
STREET ADDRESS	201 E KENNEDY BV STE1000	5.3 STREET ADDRESS	
CITY-ST-ZIP	TAMPA FL	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	THORNTON, JAMES R.	6.2 NAME	
STREET ADDRESS	6903 AQUEDUCT TERR	6.3 STREET ADDRESS	
CITY-ST-ZIP	ODESSA FL	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)(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 *USA J. Bristol* USA J. BRISTOL, Secy. Treas. 1/12/98 (813)223-9702

CR2E034 (10/97)