


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

FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **807111**

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1. Corporation Name
THOMAS COOK, INC.



Principal Place of Business ONE PENN PLAZA 1714 NEW YORK NY 10119 US	Mailing Address C/O THOMAS COOK GROUP CANADA SCOTIA PLAZA 14TH FLOOR 100 YONGE STREET TORONTO, ONTARIO M5C CA
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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	3. Date Incorporated or Qualified 08/31/1946	3a. Date of Last Report 07/17/1996	4. FEI Number 13-0598590	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent PRENTICE HALL CORPORATION SYSTEM, INC 1201 HAYES STREET SUITE 105 TALLAHASSEE FL 32301	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
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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 D NAME ZIERKE, ULRICH STREET ADDRESS 45 BERKELEY STREET CITY-ST-ZIP PICADILLY, LONDON, ENGLAND	<input type="checkbox"/> DELETE	1.1 TITLE D 1.2 NAME Ringel, Dr Johannes 1.3 STREET ADDRESS Herzogstrasse 15 1.4 CITY-ST-ZIP D-40217 Dusseldorf 1, Germany	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE VT NAME ZUTTY, ROBERT STREET ADDRESS ONE PENN PLAZA, SUITE 1714 CITY-ST-ZIP NEW YORK NE	<input checked="" type="checkbox"/> DELETE	2.1 TITLE D 2.2 NAME Von Roehl, Christopher 2.3 STREET ADDRESS Herzogstrasse 15 2.4 CITY-ST-ZIP D-40217 Dusseldorf 1, Germany	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE VS NAME SWEENEY, SUSAN, W STREET ADDRESS ONE PENN PLAZA, SUITE 1714 CITY-ST-ZIP NEW YORK NE	<input type="checkbox"/> DELETE	3.1 TITLE DV 3.2 NAME Halko, John 3.3 STREET ADDRESS 100 Yonge St, 15th floor 3.4 CITY-ST-ZIP Toronto, Canada M5C 2W1	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE ATO NAME REPACK, ROBERT G. STREET ADDRESS 3 INDEPENDENCE WAY CITY-ST-ZIP PRINCETON NE	<input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE D NAME SALTZER, MICHAEL J STREET ADDRESS C/O BATTLE FOWLER 280 PARK AVE CITY-ST-ZIP NEW YORK NY	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE V NAME VINCENT A MENDOLA STREET ADDRESS 3 INDEPENDENCE WAY CITY-ST-ZIP PRINCETON NE	<input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP 	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: Sandra B. Mortham SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/17/97 416-359-3742 Date Daytime Phone #

CR2E034 (9/96)