

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

**FILED**  
**May 12 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	---

**DOCUMENT # 807111 (0)**

1. Corporation Name  
**THOMAS COOK, INC.**



Principal Place of Business <b>ONE PENN PLAZA                  1714                  NEW YORK NY 10119                  US</b>	Mailing Address <b>C/O THOMAS COOK GROUP CANADA                  SCOTIA PLAZA 14TH FLOOR 100 YONGE STREET                  TORONTO, ONTARIO M5C -2W1                  CA</b>
---	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 <b>29 Broadway</b> Suite, Apt. #, etc.	2a. Mailing Address 26 Suite, Apt. #, etc.	3. Date Incorporated or Qualified <b>08/31/1946</b>
22 City & State 23 <b>New York NY</b>	27 City & State 28 City & State	4. FEI Number <b>13-0598590</b> Applied For Not Applicable
24 Zip <b>10006</b>	25 Country 29 Country	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>
26 Country <b>CANADA</b>	30 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>
9. Name and Address of Current Registered Agent <b>PRENTICE HALL CORPORATION SYSTEM, INC                  1201 HAYES STREET                  SUITE 105                  TALLAHASSEE FL 32301</b>		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>NA</b>

9. Name and Address of Current Registered Agent <b>PRENTICE HALL CORPORATION SYSTEM, INC                  1201 HAYES STREET                  SUITE 105                  TALLAHASSEE FL 32301</b>		10. Name and Address of New Registered Agent 81 Name <b>CT Corporation System</b> 82 Street Address (P.O. Box Number is Not Acceptable) <b>1200 South Pine Island Drive</b> 83 84 City <b>Plantation</b> <b>FL</b> 85 Zip Code <b>33324</b>	
---	--	--	--

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 *Kathleen M. ...* (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>ZIERKE, ULRICH</b>	1.2 NAME	<b>Peter Scholten</b>
STREET ADDRESS	<b>45 BERKELEY STREET</b>	1.3 STREET ADDRESS	<b>Herzogstrasse 15</b>
CITY-ST-ZIP	<b>PICADILLY, LONDON, ENGLAND</b>	1.4 CITY-ST-ZIP	<b>D-40217 Dusseldorf 1 Germany</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RINGER, DR J</b>	2.2 NAME	<b>Dr Johannes Ringel</b>
STREET ADDRESS	<b>HERZOGSTRASSE 15</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>D-40217 DUSSELDORF 1</b>	2.4 CITY-ST-ZIP	
TITLE	<b>VS</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SWEENEY, SUSAN, W</b>	3.2 NAME	
STREET ADDRESS	<b>ONE PENN PLAZA, SUITE 1714</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NE</b>	3.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VON ROEHL, CHRISTOPHER</b>	4.2 NAME	
STREET ADDRESS	<b>HERZOGSTRASSE 15</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>D-40217 DUSSELDORF 1</b>	4.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SALTZER, MICHAEL J</b>	5.2 NAME	
STREET ADDRESS	<b>C/O BATTLE FOWLER 280 PARK AVE</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>NEW YORK NY</b>	5.4 CITY-ST-ZIP	
TITLE	<b>DV</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HALKO, JOHN</b>	6.2 NAME	
STREET ADDRESS	<b>100 YOUNGE STREET, 15TH FLOOR</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>TORONTO CA</b>	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: *Sandra B. Mortham* **ANTHONY W. ...** **April 21/98 416-359-3747**

CR2E034 (10/97)