

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 # 854055 (1)
 1. Corporation Name
THOMPSON CONSULTANTS INTERNATIONAL, INC.



Principal Place of Business 330 NORTH BRAND BLVD. SUITE 300 GLENDALE CA 91203	Mailing Address 330 NORTH BRAND BLVD. SUITE 300 GLENDALE CA 91203-2308
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/14/1982	3a. Date of Last Report 01/03/1997
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 13-2962922		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. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country	29. Country	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 UNITED STATES CORPORATION COMPANY 1201 HAYS STREET 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

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 P	<input checked="" type="checkbox"/> DELETE	1.1 TITLE Senior Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME AARONSON, ROBERT		1.2 NAME Young, Allan	
STREET ADDRESS 330 NORTH BRAND BLVD., SUITE 300		1.3 STREET ADDRESS 330 North Brand Blvd., Suite 300	
CITY-ST-ZIP GLENDALE CA 91203		1.4 CITY-ST-ZIP Glendale, CA 91203	
TITLE S	<input checked="" type="checkbox"/> DELETE	2.1 TITLE Vice President	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME REICHMAN, NEIL		2.2 NAME Berentes, Allen	
STREET ADDRESS 330 NORTH BRAND BLVD., SUITE 300		2.3 STREET ADDRESS 330 North Brand Blvd., Suite 300	
CITY-ST-ZIP GLENDALE CA 91203		2.4 CITY-ST-ZIP Glendale, CA 91203	
TITLE AT	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME HOLDER, RONALD		3.2 NAME	
STREET ADDRESS 330 NORTH BRAND BLVD., SUITE 300		3.3 STREET ADDRESS	
CITY-ST-ZIP GLENDALE CA 91203		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Allen Young* **REQUIRED** 4-24-97
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0011278

CR2E034 (9/96)