

FILED

May 12 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F94000001756 (5)**  
1. Corporation Name

1. Corporation Name  
**THE THOMAS COOK GROUP LIMITED, INC.**

Principal Place of Business	Mailing Address
P.O. BOX 36, THORPE WOOD PETERBOROUGH, ENGLAND PE36SB	C/O THOMAS COOK GROUP CANADA SCOTIA PLAZA, 14TH FLOOR 100 YONGE STREET TORONTO, ONTARIO M5C 2W1 CA

DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b>		<b>2a. Mailing Address</b>	
<b>21</b>		<b>26</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
<b>22</b>		<b>27</b>	
City & State		City & State	
<b>23</b>		<b>28</b>	
Zip	Country	Zip	Country
<b>24</b>	<b>25</b>	<b>29</b>	<b>30</b>

3. Date Incorporated or Qualified <b>04/06/1994</b>	
4. FEI Number <b>NOT APPLICABLE</b>	Applied For  Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
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 <b>NA</b>	

**9. Name and Address of Current Registered Agent**  
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.**  
**1201 HAYS STREET, SUITE 105**  
**TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent			
81	Name	CT Corporation System	
82	Street Address (P.O. Box Number is Not Acceptable)	1200 South Pine Island Dr	
83			
84	City	Plantation	85 Zip Code
		FL	33324

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**

Signature, typed or printed name of registered agent

(NOTE: Registered Agent signature required when reinstalling)

DATE Apr 20/98

12.		OFFICERS AND DIRECTORS	<input type="checkbox"/> DELETE
TITLE	C		<input type="checkbox"/> DELETE
NAME	RINGEL, DR. JOHANNES		
STREET ADDRESS	WESTDEUTSCHE LANDESBANK GIROZENTRALE		
CITY - ST - ZIP	HERZOGSTRASSE 15, D-40217		
TITLE	D		<input checked="" type="checkbox"/> DELETE
NAME	SATTELE, HANS-PETER		
STREET ADDRESS	WESTDEUTSCHE LANDESBANK GIROZENTRALE		
CITY - ST - ZIP	HERZOGSTRASSE 15 D-		
TITLE	D		<input checked="" type="checkbox"/> DELETE
NAME	DRIESSEN, HANS-JOACHIM		
STREET ADDRESS	LTU INTERNATIONAL AIRWAYS		
CITY - ST - ZIP	AIRPORT HANGAR 8, 40474		
TITLE	D		<input type="checkbox"/> DELETE
NAME	DAVIS, WILLIAM		
STREET ADDRESS	38/38 BERKLEY SQ		
CITY - ST - ZIP	LONDON W1		
TITLE	D		<input type="checkbox"/> DELETE
NAME	ORGILL, RICHARD		
STREET ADDRESS	MIDLAND BANK PLC		
CITY - ST - ZIP	POULTRY LO		
TITLE	D		<input type="checkbox"/> DELETE
NAME	FRANKE, ADOLF DR		
STREET ADDRESS	WESTDEUTSCHE LANDESBANK GIROZENTRALE		
CITY - ST - ZIP	HERZOGSTRASSE 15 D-		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Chief Executive Ulrich Zierke 45 Berkeley St London, England WA1EB
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" 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 type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
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)(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: A. H. D. [Signature] ATTORNEY-IN-FACT On 12/1/84 416-259-2217

CH2E034 (10/97)