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Feb 24 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000004735 (5)

1. Corporation Name
LADENBURG, THALMANN GROUP INC.

Principal Place of Business
100 SE 2ND ST., 32ND FLOOR
MIAMI FL 33131

Mailing Address
100 SE 2ND ST., 32ND FLOOR
MIAMI FL 33131-2100



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

3. Date Incorporated or Qualified
09/28/1995

3a. Date of Last Report
02/01/1996

4. FEI Number
22-3375462

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

Signature (Typed or printed name of registered agent and title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE DP
NAME GRAHAM, PETER M.
STREET ADDRESS 100 SE SECOND STREET 32ND FLOOR
CITY-ST-ZIP MIAMI FL

DELETE

TITLE VT
NAME SAUTER, GERALD E
STREET ADDRESS 100 SE 2ND ST., 32ND FLOOR
CITY-ST-ZIP MIAMI FL

DELETE

TITLE CSD
NAME KRAMER, RONALD J
STREET ADDRESS 100 SE 2ND ST., 32ND FLOOR
CITY-ST-ZIP MIAMI FL

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE
1.2 NAME Stevens, James T.
1.3 STREET ADDRESS 100 S.E. Second Street-32nd Floor
1.4 CITY-ST-ZIP Miami FL 33131

Change Addition

2.1 TITLE
2.2 NAME Weintraub, Robert B.
2.3 STREET ADDRESS 100 S.E. Second Street-32nd Floor
2.4 CITY-ST-ZIP Miami, FL 33131

Change Addition

3.1 TITLE
3.2 NAME Lundgren, Robert M.
3.3 STREET ADDRESS 100 S.E. Second Street-32nd Floor
3.4 CITY-ST-ZIP Miami FL 33131

Change Addition

4.1 TITLE AS
4.2 NAME Kirkland, III, J. Bryant
4.3 STREET ADDRESS 100 S.E. Second Street-32nd Floor
4.4 CITY-ST-ZIP Miami FL 33131

Change Addition

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

01-13-97

805-579-8000

CR2E034 (9/96)