

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

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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

|   |                                       |
|---|---------------------------------------|
| 3. Date Incorporated or Qualified<br>09/28/1995   | 3a. Date of Last Report<br>02/01/1996 |
| 4. FEI Number<br>22-3375462   | Applied For<br>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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                       |

|                                |                         |
|--------------------------------|-------------------------|
| 2. Principal Place of Business | 2a. Mailing Address     |
| 21. Suite, Apt. #, etc.        | 26. Suite, Apt. #, etc. |
| 22. City & State               | 27. City & State        |
| 23. Zip                        | 28. Zip                 |
| 24. Country                    | 29. Country             |

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

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

|                |                                 |  |
|----------------|---------------------------------|--|
| TITLE          | DP                              | <input type="checkbox"/> DELETE            |
| NAME           | GRAHAM, PETER M.                |  |
| STREET ADDRESS | 100 SE SECOND STREET 32ND FLOOR |  |
| CITY-ST-ZIP    | MIAMI FL                        |  |
| TITLE          | VT                              | <input checked="" type="checkbox"/> DELETE |
| NAME           | SAUTER, GERALD E                |  |
| STREET ADDRESS | 100 SE 2ND ST., 32ND FLOOR      |  |
| CITY-ST-ZIP    | MIAMI FL                        |  |
| TITLE          | CSD                             | <input type="checkbox"/> DELETE            |
| NAME           | KRAMER, RONALD J                |  |
| STREET ADDRESS | 100 SE 2ND ST., 32ND FLOOR      |  |
| CITY-ST-ZIP    | MIAMI FL                        |  |
| TITLE          |                                 | <input type="checkbox"/> DELETE            |
| NAME           |                                 |  |
| STREET ADDRESS |                                 |  |
| CITY-ST-ZIP    |                                 |  |
| TITLE          |                                 | <input type="checkbox"/> DELETE            |
| NAME           |                                 |  |
| STREET ADDRESS |                                 |  |
| CITY-ST-ZIP    |                                 |  |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

|                    |                                   |  |
|--------------------|-----------------------------------|--|
| 1.1 TITLE          |                                   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 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                    |  |
| 2.1 TITLE          |                                   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 2.2 NAME           | Wentrub, Robert B.                |  |
| 2.3 STREET ADDRESS | 100 S.E. Second Street-32nd Floor |  |
| 2.4 CITY-ST-ZIP    | Miami, FL 33131                   |  |
| 3.1 TITLE          |                                   | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 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                    |  |
| 4.1 TITLE          | A5                                | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| 4.2 NAME           | Kirkland, III, J. Bryant          |  |
| 4.3 STREET ADDRESS | 100 SE Second Street-32nd Floor   |  |
| 4.4 CITY-ST-ZIP    | Miami FL 33131                    |  |
| 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 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: \_\_\_\_\_ DATE: 01-13-97 DAYTIME PHONE #: 805-579-8000

CR2E034 (9/96)