

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

FILED
May 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/28/1995	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 22-3375462	Applied For <input type="checkbox"/> Not Applicable
23 Zip	24 Country	28 Zip	29 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

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	V	<input type="checkbox"/> DELETE
NAME	WEINTRAUB, ROBERT B.	
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	AS	<input type="checkbox"/> DELETE
NAME	KIRKLAND III, J BRYANT	
STREET ADDRESS	100 SE SECOND STREET-32ND FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	V	<input type="checkbox"/> DELETE
NAME	STEVENS, JAMES T.	
STREET ADDRESS	100 S.E. SECOND ST-32ND FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	LUNDGREN, ROBERT M.	
STREET ADDRESS	100 SE SECOND STREET-32ND FLOOR	
CITY-ST-ZIP	MIAMI FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input 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 checked="" 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: *Robert B Weintraub* 4/23/98 305-579-8000

CR2E034 (10/97)