

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

FILED

Mar 18 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 # **G97656** (4)

1. Corporation Name
THOUGHTWARE, INC.

Principal Place of Business 200 S. BISCAYNE BLVD. SUITE 900 MIAMI FL 33131-2321 US	Mailing Address 200 S. BISCAYNE BLVD. SUITE 900 MIAMI FL 33131-2321 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 04/02/1984	3a. Date of Last Report 05/01/1996
				4. FEI Number 59-2323839	Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent BRANDT, WILLIAM A JR 200 S. BISCAYNE BLVD. SUITE 900 MIAMI FL 33131-2321		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	
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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	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRANDT, WILLIAM A.	1.2 NAME	
STREET ADDRESS	200 S. BISCAYNE BLVD, SUITE 900	1.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33131-2321	1.4 CITY - ST - ZIP	
TITLE	VSD <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARUSO, FRED C.	2.2 NAME	
STREET ADDRESS	200 S. BISCAYNE BLVD, SUITE 2750	2.3 STREET ADDRESS	SUITE 900
CITY - ST - ZIP	MIAMI FL	2.4 CITY - ST - ZIP	
TITLE	VTD <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LUZINSKI, JOSEPH J.	3.2 NAME	
STREET ADDRESS	200 S. BISCAYNE BLVD, SUITE 2750	3.3 STREET ADDRESS	SUITE 900
CITY - ST - ZIP	MIAMI FL	3.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WHEELER, JOHN C.	4.2 NAME	
STREET ADDRESS	200 S. BISCAYNE BLVD, SUITE 2750	4.3 STREET ADDRESS	SUITE 900
CITY - ST - ZIP	MIAMI FL	4.4 CITY - ST - ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CAVANAUGH, PATRICK D.	5.2 NAME	
STREET ADDRESS	200 S. BISCAYNE BLVD, SUITE 2750	5.3 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL	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: *William A. Brandt*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

03/04/97 305/374-2717
Date Daytime Phone

CR2E034 (9/96)