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FILED  
Apr 14 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



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

DOCUMENT # J01321 (5)  
1. Corporation Name  
THOMPSON GROUP, INC.

Principal Place of Business  
104 N. MAIN ST., SUITE 300  
GAINESVILLE FL 32601

Mailing Address  
104 N. MAIN ST., SUITE 300  
GAINESVILLE FL 32601



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 02/27/1986	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-2664988	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

THOMPSON, C. FREDERICK  
104 N. MAIN ST., SUITE 300  
GAINESVILLE FL 32601

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

OFFICERS AND DIRECTORS

12.	TITLE	P	DELETE
	NAME	THOMPSON, C. FREDERICK	
	STREET ADDRESS	104 N. MAIN ST. STE. 300	
	CITY-ST-ZIP	GAINESVILLE FL	
	TITLE		DELETE
	NAME		
	STREET ADDRESS		
	CITY-ST-ZIP		
	TITLE		DELETE
	NAME		
	STREET ADDRESS		
	CITY-ST-ZIP		
	TITLE		DELETE
	NAME		
	STREET ADDRESS		
	CITY-ST-ZIP		
	TITLE		DELETE
	NAME		
	STREET ADDRESS		
	CITY-ST-ZIP		

13.	ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1	TITLE	Change	Addition
1.2	NAME		
1.3	STREET ADDRESS		
1.4	CITY-ST-ZIP		
2.1	TITLE	Change	Addition
2.2	NAME		
2.3	STREET ADDRESS		
2.4	CITY-ST-ZIP		
3.1	TITLE	Change	Addition
3.2	NAME		
3.3	STREET ADDRESS		
3.4	CITY-ST-ZIP		
4.1	TITLE	Change	Addition
4.2	NAME		
4.3	STREET ADDRESS		
4.4	CITY-ST-ZIP		
5.1	TITLE	Change	Addition
5.2	NAME		
5.3	STREET ADDRESS		
5.4	CITY-ST-ZIP		
6.1	TITLE	Change	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:

04/06/98

352-378-4814

CR2E034 (10/97)