

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

FILED

May 05 1997 8:00am  
Secretary of State

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| <b>PROFIT CORPORATION</b><br><b>ANNUAL REPORT</b><br><b>1997</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                          |  <b>FLORIDA DEPARTMENT OF STATE</b><br><b>Sandra B. Northam</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |                                                                   |
| <b>DOCUMENT # L52412 (8)</b><br>1. Corporation Name<br><b>THOMPSON &amp; THOMPSON, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          |                                                                                                                                                                                                    |                                                                   |
| Principal Place of Business<br><b>2510 BROADWAY</b><br><b>2510 BROADWAY</b><br><b>WEST PALM BEACH FL 33407</b><br><b>US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          | Mailing Address<br><b>2510 BROADWAY</b><br><b>2510 BROADWAY</b><br><b>WEST PALM BEACH FL 33407-5428</b><br><b>US</b>                                                                               |                                                                   |
| 2. Principal Place of Business<br>21<br>Suite, Apt. #, etc.<br>22<br>City & State<br>23<br>Zip<br>24                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          | 2a. Mailing Address<br>26<br>Suite, Apt. #, etc.<br>27<br>City & State<br>28<br>Zip<br>29<br>Country<br>30                                                                                         |                                                                   |
| 9. Name and Address of Current Registered Agent<br><b>THOMPSON, E.H</b><br><b>2510 BROADWAY</b><br><b>WEST PALM BEACH FL 33407</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                          | 10. Name and Address of New Registered Agent<br>81 Name<br>82 Street Address (P.O. Box Number is Not Acceptable)<br>83<br>84 City<br>85 Zip Code<br><b>FL</b>                                      |                                                                   |
| 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 _____<br><small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reappointing)</small>                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                          |                                                                                                                                                                                                    |                                                                   |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                          | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                              |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>D</b> <input type="checkbox"/> DELETE | 1.1 TITLE                                                                                                                                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>THOMPSON, LEWISTON</b>                | 1.2 NAME                                                                                                                                                                                           |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>2510 BROADWAY</b>                     | 1.3 STREET ADDRESS                                                                                                                                                                                 |                                                                   |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>WEST PALM BEACH FL</b>                | 1.4 CITY-ST-ZIP                                                                                                                                                                                    |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>D</b> <input type="checkbox"/> DELETE | 2.1 TITLE                                                                                                                                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>THOMPSON, EDMUND</b>                  | 2.2 NAME                                                                                                                                                                                           |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>7201 MICHIGAN ISLE ROAD</b>           | 2.3 STREET ADDRESS                                                                                                                                                                                 |                                                                   |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>WEST PALM BEACH FL</b>                | 2.4 CITY-ST-ZIP                                                                                                                                                                                    |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> DELETE          | 3.1 TITLE                                                                                                                                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          | 3.2 NAME                                                                                                                                                                                           |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                          | 3.3 STREET ADDRESS                                                                                                                                                                                 |                                                                   |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          | 3.4 CITY-ST-ZIP                                                                                                                                                                                    |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> DELETE          | 4.1 TITLE                                                                                                                                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          | 4.2 NAME                                                                                                                                                                                           |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                          | 4.3 STREET ADDRESS                                                                                                                                                                                 |                                                                   |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          | 4.4 CITY-ST-ZIP                                                                                                                                                                                    |                                                                   |
| TITLE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> DELETE          | 5.1 TITLE                                                                                                                                                                                          | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                          | 5.2 NAME                                                                                                                                                                                           |                                                                   |
| STREET ADDRESS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                          | 5.3 STREET ADDRESS                                                                                                                                                                                 |                                                                   |
| CITY-ST-ZIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                          | 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: _____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                          | E. Thompson 4.25.97                                                                                                                                                                                |                                                                   |
| SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                          | Date Daytime Phone #                                                                                                                                                                               |                                                                   |



CR2E034 (9/96)