

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

FILED
Apr 22 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 # P00272 (5)
1. Corporation Name
TRAVEL PROFESSIONALS INTERNATIONAL LICENSING COM
PANY

Principal Place of Business 10172 LINN STATION ROAD SUITE 200 LOUISVILLE KY 40222	Mailing Address 10172 LINN STATION ROAD SUITE 200 LOUISVILLE KY 40222
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 312 Whittington Pkwy. Suite, Apt. #, etc. 22 Suite 203 City & State 23 Louisville, KY Zip 24 40222		2a. Mailing Address 26 312 Whittington Pkwy. Suite, Apt. #, etc. 27 Suite 203 City & State 28 Louisville, KY Zip 29 40222		3. Date Incorporated or Qualified 12/14/1983	
4. FEI Number 61-1018037		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 owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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 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
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP PD VERNON, JAMES C. 10172 LINN STATION ROAD LOUISVILLE KY	<input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME X STREET ADDRESS X CITY-ST-ZIP 312 Whittington Pkwy., Ste. 203 Louisville, KY 40222	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP SD STRENECKY, BERNARD J. 10172 LINN STATION ROAD LOUISVILLE KY	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME X STREET ADDRESS X CITY-ST-ZIP 312 Whittington Pkwy., Ste. 203 Louisville, KY 40222	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP D BUSH, CHARLES O. 419 WALMAC FRANKFORT KY	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP D ALLEN, NOLEN 200 S 5TH ST LOUISVILLE KY	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP D BOTTOMS, GLEN 980 TAYLOR RD FRANKFORT KY	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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: [Signature] 4-15-98 602 423 88 66

CR2E034 (10/97)