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

SIGNATURE:

May 15 1998 8:00am CORPORATION Sandra B. Mortham Secretary of State ANNUAL REPORT Secretary of State DIVISION OF CORPORATIONS 1998 DOCUMENT # 1. Corporation Name P17779 (0)TRIVEST GROUP, INC. Principal Place of Business Mailing Address 2665 SOUTH BAYSHORE DRIVE, STE. 800 2665 SOUTH BAYSHORE DRIVE. STE. 800 MIAMI FL 33133 MIAMI FL 33133 DO NOT WRITE IN THIS SPACE 3. Date Incorporated or Qualified 01/25/1988 2. Principal Place of Business 2a, Mailing Address Applied For FEI Number 21 26 06-1221904 Not Applicable Suite, Apt. #, etc. Suite, Apt. #, etc \$8.75 Additional П 5. Certificate of Status Desired 22 Fee Required City & Stato City & State Election Campaign Financing \$5.00 May Be 23 Trust Fund Contribution Added to Fees Žip Zip Country Country 8. This corporation owes or has paid the current year Intangible
Personal Property Tax due June 30
Yes No 24 30 Personal Property Tax due June 30. 25 29 9. Name and Address of Current Registered Agent Name and Address of New Registered Agent Name KLEIN, PETER W. 2665 S. BAYSHORE DRIVE Street Address (P.O. Box Number is Not Acceptable) **SUITE 800** В3 **MIAMI FL 33133** 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 (NOTE Registered Agent signature required when reinstaling) 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. DELETE Addition TITLE 1.1 TOLE Change NAME KLEIN, PETER W. 1.2 NAME 2665 S.BAYSHORE DR #800 STREET ADORESS 1.3 STREET ADDRESS MIAMI FL CITY-ST-ZIP 1.4 CHTY - ST - ZIP DELETE Addition TITLE DPCE 2.1 TITLE NAME POWELL, EARL W. 22 NAME 2665 S BAYSHORE DR STE. 800 23 STREET ADDRESS STREET ADDRESS MIAM! FL 33133 2 4 CITY - ST - ZIP CITY-ST-ZIP XXXXILETE Addition TITLE 3 1 TITLE Change NAME BROCKWAY, PETER C. 3.2 NAME 2665 S BAYSHORE DR STE. 800 3 3 STREET ADDRESS STREET ADDRESS MIAMI FL 33133 3.4. CITY-ST-ZIP CITY-ST-ZIP DELETE Addition 41 TITLE Change TITLE TEMPLETON, TROY D. 4 2 NAME NAME 2665 S BAYSHORE DR. STE. 800 4.3 STREET ADDRESS STREET ADDRESS MIAMI FL 33133 4 4 CITY-ST-ZIP CITY-ST-ZIP DELETE Change Addition TITLE 5 1 TITLE KUFFNER MARILYN D 5.2 NAME NAME 2665 SOUTH BAYSHORE DRIVE 800 STREET ADDRESS 5.3 STREET ADDRESS MIAMI FL CITY-ST-ZIP 5.4 CITY-ST-ZIP DELETE VP/T/C/CFO Addition XX Change TITLE 6 1 THILE ANDERSON BRYSON P B. Jay Anderson 6.2 NAME NAME 2665 SOUTH BAYSHORE DRIVE 800 6.3 STREET ADDRESS STREET ADDRESS **MIAMI FL 33133** 6.4 CITY-ST-ZIP CITY-ST-ZIP 14. Thereby certify that the information supplied with this filing closs 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 suppliemental 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 trusted 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 autoriment with an address

SIGNATURE:

Marilyn D. Kuffner, Asst. Sec. 705/858-2200

FLORIDA DEPARTMENT OF STATE

FILED

Directors, Officers Report

Trivest Group, Inc.

March 11, 1998

DIRECTORS

Phillip T. George, M.D.

Director

Last Elected: August 01, 1997

Primary Address:

2665 South Bayshore Drive

8th Floor

Miami, Florida 33133

Earl W. Powell

Director

Last Elected: August 01, 1997

Primary Address:

2665 S. Bayshore Drive

Suite 800

Miami, FL 33133

OFFICERS

Phillip T. George, M.D.

Chairman of the Board

Last Elected: August 01, 1997

Primary Address:

2665 South Bayshore Drive

8th Floor

Miami, Florida 33133

Earl W. Powell

President and Chief Executive Officer

Last Elected: August 01, 1997

Primary Address:

2665 S. Bayshore Drive

Suite 800

Miami, FL 33133

Peter W. Klein

Secretary

Last Elected: August 01, 1997

Primary Address:

2665 S. Bayshore Drive

Suite 800

Miami, FL 33133

B. Jay Anderson

Vice President/Treasurer/ Controller/ Chief Financial Officer

Last Elected: August 01, 1997

Primary Address:

Trivest, Inc.

2665 South Bayshore Drive, 8th Fl.

Miami, FL 33133

Trivest Group, Inc.

A. Richard Hurwitz

Vice President - Corporate Communications

Last Elected: August 01, 1997

Primary Address:

Trivest, Inc.

2665 S. Bayshore Drive

Suite 800

Miami, FL 33133

Peter W. Klein

General Counsel/ Senior Vice President

Last Elected: August 01, 1997

Primary Address:

2665 S. Bayshore Drive

Suite 800

Miami, FL 33133

Marilyn D. Kuffner

Assistant Secretary

Last Elected: August 01, 1997

Primary Address:

2665 S. Bayshore Drive

Suite 800

Miami, FL 33133

Troy D. Templeton

Senior Vice President

Last Elected: August 01, 1997

Primary Address:

2665 S. Bayshore Drive

Suite 800

Miami, FL 33133