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AND
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95 MAY - 1 AM 10: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION ANNUAL REPORT 1995

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



DOCUMENT # P36817 (5)

1. Corporation Name
TL ACQUISITION CORP.

Principal Place of Business
**C/O HOLDING CAPITAL GROUP
104 CRANDON BLVD., #419
KEY BISCAYNE FL 33149**

Mailing Address
**C/O HOLDING CAPITAL GROUP
104 CRANDON BLVD., #419
KEY BISCAYNE FL 33149**

DO NOT WRITE IN THIS SPACE.

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip

24 Country
25 Country
29 Country
30 Country

3. Date Incorporated or Qualified
12/26/1991

3a. Date of Last Report
04/27/1994

4. FEI Number
65-0283688

Applied For
 Applied For
 Not Applicable

5. Certificate of Status Desired
 \$8.75 Additional Fee Required

6. Election Campaign Financing
Trust Fund Contribution
 \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under S. 190.032, Florida Statutes
 Yes No

9. Name and Address of Current Registered Agent
**GALAN, MARIA J.
C/O HOLDING CAPITAL GROUP
104 CRANDON BLVD, #419
KEY BISCAYNE FL 33149**

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
FL

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 _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when registering)

12. OFFICERS AND DIRECTORS

TITLE	PD
NAME	DONAGHY, JAMES W.
STREET ADDRESS	104 CRANDON BL., #419
CITY - ST - ZIP	KEY BISCAYNE FL
TITLE	VSTD
NAME	BROWN, DOUGLAS A.
STREET ADDRESS	10 CLIFF DRIVE
CITY - ST - ZIP	ENGLEWOOD NJ
TITLE	CD
NAME	NEALY, TIMOTHY F.
STREET ADDRESS	171 ACCABONAC ROAD
CITY - ST - ZIP	EAST HAMPTON NY
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY - ST - ZIP	
21 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	1 DOGWOOD LANE
24 CITY - ST - ZIP	TENAFLY, NJ
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY - ST - ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY - ST - ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY - ST - ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this 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 in an attachment with an address.

SIGNATURE: *James W. Donaghy* President
DATE: **4/25/95**
REGISTRATION NUMBER: **(305) 361-8864**