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Mar 18 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # P96000009235 (8)

1. Corporation Name
THEODORE GROUP, INC.



Principal Place of Business
201 SOUTH BISCAYNE BOULEVARD
1500 MIAMI CENTER
MIAMI FL 33131

Mailing Address
201 SOUTH BISCAYNE BOULEVARD
1500 MIAMI CENTER
MIAMI FL 33131-4332

3. Date Incorporated or Qualified
01/30/1996

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

4. FEI Number

65-0697404

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. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

FRIEDBAUER, ROGER
201 SOUTH BISCAYNE BOULEVARD
1500 MIAMI CENTER
MIAMI FL 33131

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	DELETE
NAME	FRIEDBAUER, BARBARA	
STREET ADDRESS	1620 MICANOPY AVENUE	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE	D	DELETE
NAME	FRIEDBAUER, ROGER	
STREET ADDRESS	1620 MICANOPY AVENUE	
CITY-ST-ZIP	COCONUT GROVE FL 33133	
TITLE	D	DELETE
NAME	LAMBROU, FRED H JR	
STREET ADDRESS	1027 ARBOR LANE	
CITY-ST-ZIP	JACKSONVILLE FL 32207	
TITLE	D	DELETE
NAME	LAMBROU, ELISE	
STREET ADDRESS	1027 ARBOR LANE	
CITY-ST-ZIP	JACKSONVILLE FL 32207	
TITLE	D	DELETE
NAME	FRIEDBAUER, JOHN F	
STREET ADDRESS	181 LEXINGTON STREET	
CITY-ST-ZIP	BELMONT MA 02178	
TITLE	D	DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Roger Friedbauer

3/17/97

305-379-9104

CR2E034 (9/96)