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Apr 01 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 # 847741 (6)

1. Corporation Name
MILLER & SCHROEDER FINANCIAL, INC.



Principal Place of Business 220 SOUTH SIXTH STREET SUITE 300 MINNEAPOLIS MN 55440 US	Mailing Address 220 SOUTH SIXTH STREET P.O. BOX 789 MINNEAPOLIS MN 55440 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
12/18/1980

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
24. Zip	29. Zip
25. Country	30. Country

4. FEI Number 41-0901191	Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> 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. City
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	PD WIKNER, ROGER JAMES	1.1 TITLE	PD Dlugosch, James F.
NAME	220 SOUTH SIXTH STREET, P.O. BOX 789	1.2 NAME	220 South Sixth St., P.O. Box 789
STREET ADDRESS	MINNEAPOLIS MN	1.3 STREET ADDRESS	Minneapolis, MN 55440
CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	SD IVERSON, JAMES EDWARD	2.1 TITLE	D Dawkins, Kenneth E.
NAME	505 LOMAS SANTA FE DR.	2.2 NAME	220 South Sixth St., P.O. Box 789
STREET ADDRESS	SOLANA BEACH CA	2.3 STREET ADDRESS	Minneapolis, MN 55440
CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	VS HENTGES, EDWARD JOEL	3.1 TITLE	EVP Iverson, James E.
NAME	220 SOUTH SIXTH ST., POB 789	3.2 NAME	505 Lomas Santa Fe Dr.
STREET ADDRESS	MINNEAPOLIS MN	3.3 STREET ADDRESS	Solana Beach, CA
CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	TAS MEHLHAFF, BRADLEY RAY	4.1 TITLE	SVP/T Nelson, Thomas S.
NAME	220 SOUTH SIXTH ST., POB 789	4.2 NAME	220 South Sixth St., P.O. Box 789
STREET ADDRESS	MINNEAPOLIS MN	4.3 STREET ADDRESS	Minneapolis, MN 55440
CITY-ST-ZIP	<input checked="" type="checkbox"/> DELETE	4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	S Brenden, Mary Jo
NAME		5.2 NAME	220 South Sixth St., P.O. Box 789
STREET ADDRESS		5.3 STREET ADDRESS	Minneapolis, MN 55440
CITY-ST-ZIP		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	VP Hentges, Edward Joel
NAME		6.2 NAME	220 South Sixth St., P.O. Box 789
STREET ADDRESS		6.3 STREET ADDRESS	Minneapolis, MN 55440
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<input checked="" 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: *Ron Iverson* 3-26-98

CR2E034 (10/97)