

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

FILED
Apr 16 1998 8:00am
Secretary of State

| | | |
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| PROFIT CORPORATION ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
|--|---|---|

DOCUMENT # F94000001840 (7)
 1. Corporation Name
WINTHROP RESOURCES CORPORATION



| | |
|---|---|
| Principal Place of Business 1015 OPUS CENTER, 9800 BREN ROAD EAST MINNETONKA MN 55343 | Mailing Address 1015 OPUS CENTER, 9800 BREN ROAD EAST MINNETONKA MN 55343 |
|---|---|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|----|------------------------------------|--|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified 04/11/1994 | |
| 21 | 26 | 4. FEI Number 41-1415459 | | Applied For <input type="checkbox"/> Not Applicable | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | |
| 22 City & State | | 27 City & State | | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| 23 Zip | | 28 Zip | | 7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| 24 Country | | 29 Country | | 30 | |

| | | | | | | | |
|--|--|--|--|--|--|----|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | | | | 81 | Name | | |
| | | | | 82 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | 83 | | | |
| | | | | 84 | City | FL | 85 |

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]* DATE: **4/9/98**

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|--|
| TITLE | <input type="checkbox"/> DELETE | 1.1 TITLE | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | CP MORGAN, JOHN L | 1.2 NAME | |
| STREET ADDRESS | 4706 WHITE OAKS RD | 1.3 STREET ADDRESS | 2730 WOOLSEY LANE |
| CITY-ST-ZIP | EDINA MN 55424 | 1.4 CITY-ST-ZIP | WAYZATA MN 55391 |
| TITLE | <input type="checkbox"/> DELETE | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DVT MACKENZIE, KIRK A | 2.2 NAME | |
| STREET ADDRESS | 10420 BLUFF CIRCLE | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | CHASKA MN 55318 | 2.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DV NORQUAL, JACK A | 3.2 NAME | |
| STREET ADDRESS | 9493 OLYMPIA DR. | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | EDEN PRAIRIE MN 55347 | 3.4 CITY-ST-ZIP | |
| TITLE | <input checked="" type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | DS WILSON, MARK L | 4.2 NAME | |
| STREET ADDRESS | 320 SOUTH MISSISSIPPI RIVER BLVD. | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | ST. PAUL MN | 4.4 CITY-ST-ZIP | |
| TITLE | <input checked="" type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | D SIMONSON, GERALD W | 5.2 NAME | |
| STREET ADDRESS | 5813 JEFF PLACE | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | EDINA MN 55802 | 5.4 CITY-ST-ZIP | |
| TITLE | <input checked="" type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | D REYELTS, PAUL C | 6.2 NAME | |
| STREET ADDRESS | 1818 JAMES AVENUE SOUTH | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | MINNEAPOLIS MN | 6.4 CITY-ST-ZIP | |

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]* DATE: **4/9/98** (612) 936-0224

CR2E034 (10/97)

Winthrop Resources Corporation Executive Officers

As of December 31, 1997

| | Name | Title | SS # | Home Address |
|----|---------------------|---|-------------|---|
| 1 | John L. Morgan | President and Director | 508-42-8605 | 2730 Woolsey Lane Wayzata, MN 55391 |
| 2 | Kirk A. MacKenzie | Executive Vice President, Treasurer and Director | 474-40-4809 | 10420 Bluff Circle Chaska, MN 55318 |
| 3 | Jack A. Norqual | Senior Vice President and Director | 473-50-4095 | 9493 Olympia Drive Eden Prairie, MN 55347 |
| 4 | Deborah L. Mogensen | Vice President | 469-62-0720 | 7366 Orchid Lane North Maple Grove, MN 55311 |
| 5 | Robert P. Murphy | Vice President of Sales and Marketing | 149-44-5620 | 4520 Via Huerto Santa Barbara, CA 93110 |
| 6 | Janice R. Englund | Vice President | 392-50-5119 | 6017 Oxford Street St. Louis Park, MN 55416 |
| 7 | Gary W. Anderson | Vice President, Controller and Assistant Secretary | 438-88-5334 | 5182 146th Circle NW Ramsey, MN 55303 |
| 8 | Richard J. Pieper | Vice President | 348-40-5957 | 14 East St. Albans Road Hopkins, MN 55305 |
| 9 | Paul L. Gendler | Vice President and General Counsel | 475-58-1770 | 3131 Excelsior Blvd, Apt. #304 Minneapolis, MN 55416 |
| 10 | Michael D. Wiley | Vice President | 475-60-4931 | 9661 Trillium Court N. Champlin, MN 55316 |
| 11 | Steven C. Zola | Vice President of Sales | 552-27-7516 | 232 Argonne Circle Santa Barbara, CA 93105 |
| 12 | Dean J. Stinohfield | Vice President of Sales | 477-74-9118 | 88 Hidden Cove Drive Churchville, PA 18966 |
| 13 | Kimberly A. T. Foss | Vice President of Marketing | 470-82-3017 | 4236 Beard Avenue South Minneapolis, MN 55410 |

Winthrop Resources Corporation

Directors

John L. Morgan
2730 Woolsey Lane
Wayzata, MN 55391

Kirk A. MacKenzie
10420 Bluff Circle
Chaska, MN 55318

Jack A. Norqual
9493 Olympia Drive
Eden Prairie, MN 55347

William A. Cooper
319 Berry Ave. S.
Wayzata, MN 55391

Thomas A. Cusick
319 Berry Ave. S.
Wayzata, MN 55391

Lynn A. Nagorske
319 Berry Ave. S.
Wayzata, MN 55391

Ronald J. Palmer
319 Berry Ave. S.
Wayzata, MN 55391

Gregory J. Pulles
319 Berry Ave. S.
Wayzata, MN 55391