

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

**FILED**  
**May 11, 1999 8:00 am**  
**Secretary of State**

05-11-1999 90033 039 \*\*\*150.00

0584115

PROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F94000001840**  
 1. Corporation Name  
**WINTHROP RESOURCES CORPORATION**

Principal Place of Business 1015 OPUS CENTER, 9900 BREN ROAD EAST MINNETONKA MN 55343	Mailing Address 1015 OPUS CENTER, 9900 BREN ROAD EAST MINNETONKA MN 55343
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>04/11/1994</b>	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number <b>41-1415459</b>	Applied For Not Applicable
23 Zip	25 Country	29 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
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	<b>FL</b> 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	CP	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MORGAN, JOHN L		1.2 NAME		
STREET ADDRESS	2730 WOOLSEY LANE		1.3 STREET ADDRESS		
CITY-ST-ZIP	WAYZATA MN 55391		1.4 CITY-ST-ZIP		
TITLE	DVT	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	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	DV	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	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	DS	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	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	D	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	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	D	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	REVELTS, PAUL C		6.2 NAME		
STREET ADDRESS	1819 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, on an attachment with an address, with all other like empowered.

SIGNATURE: Leonard B. Gove Jr. 5-7-99 612-912-5323  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

ADDITIONS:

544971-40033-39  
#F9400000 1840

**WINTHROP RESOURCES CORPORATION**

**OFFICERS**

**President**

Ronald J. Palmer  
15123 Boulder Point Rd.  
Eden Prairie, MN 55347

**Vice President & CFO**

Gary W. Anderson  
14771 Waco Street NW  
Ramsey, MN 55303

**Treasurer**

Vacant

**Secretary**

Joseph T. Green  
9900 Bren Road East #1015  
Minnetonka, MN 55343

**Vice President**

Deborah L. Mogensen  
7366 Orchid Lane North  
Maple Grove, MN 55311

**Vice President & General Counsel**

Paul L. Gendler  
3131 Excelsior Blvd #304  
Minneapolis, MN 55416

**Vice President of Sales**

Steven C. Zola  
232 Argonne Circle  
Santa Barbara, CA 93105

**Vice President**

Richard J. Pieper  
14 East St Albans Road  
Hopkins, MN 55305

**Vice President of Sales**

Dean J. Stinchfield  
88 Hidden Cove Dr  
Churchville, PA 18966

**Vice President & Controller**

Jeffrey L. Ripperton  
11610 48<sup>th</sup> Avenue North  
Plymouth, MN 55442

**Vice President**

Steven C. Morgan  
3131 Excelsior Blvd, #207  
Minneapolis, MN 55416

**Vice President & Controller**

Leonard L. Lane  
6012 Washburn Ave No  
Brooklyn Center, MN 55430

ADDITIONS

5449-71-90033-39

#F94000001830

WINTHROP RESOURCES CORPORATION

DIRECTORS

Ronald J. Palmer  
15123 Boulder Point Road  
Eden Prairie, MN 55347

William A. Cooper  
9900 Bren Road East #1015  
Minnetonka, MN 55343

Thomas A. Cusick  
9900 Bren Road East  
Minnetonka, MN 55343

Gregory J. Pulles  
9900 Bren Road East  
Minnetonka, MN 55343

Lynn A. Nogaorske  
9900 Bren Road East  
Minnetonka, MN 55343

Neil W. Brown  
9900 Bren Road East  
Minnetonka, MN 55345