

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

FILED
Feb 25 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 # F95000004347 (9)

1. Corporation Name
RETAIL ASSOCIATES, INC.

Principal Place of Business 1111 THIRD AVENUE SOUTH, SUITE 436 MINNEAPOLIS MN 55404	Mailing Address 1111 THIRD AVENUE SOUTH, SUITE 436 MINNEAPOLIS MN 55404
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 2325 Endicott St	22 Suite, Apt. #, etc.	26 2325 Endicott St.	27 Suite, Apt. #, etc.	09/05/1995	
23 St Paul MN	24 55114 25 USA	28 St. Paul MN	29 55114 30 USA	4. FEI Number	Applied For
				41-0942904	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 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

C T CORPORATION SYSTEM
 1200 SOUTH 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
84 City
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 _____ DATE _____
Signature typed or printed below of registered agent or state if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	CPD	<input type="checkbox"/> DELETE
NAME	OLMSCHIED, JOHN W	
STREET ADDRESS	1111 THIRD AVENUE SOUTH, SUITE 436	
CITY-ST-ZIP	MINNEAPOLIS MN 55404	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	BONELLO, JULIUS F	
STREET ADDRESS	1111 THIRD AVENUE SOUTH, SUITE 436	
CITY-ST-ZIP	MINNEAPOLIS MN 55404	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	BONNELLO, STEPHEN P	
STREET ADDRESS	1111 THIRD AVENUE SOUTH, SUITE 436	
CITY-ST-ZIP	MINNEAPOLIS MN 55404	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	OLMSCHIED, JOHN C	
STREET ADDRESS	1111 THIRD AVENUE SOUTH, SUITE 436	
CITY-ST-ZIP	MINNEAPOLIS MN 55404	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	2325 Endicott St
1.4 CITY-ST-ZIP	St. Paul MN 55114
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	2325 Endicott St.
2.4 CITY-ST-ZIP	St Paul MN 55114
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	2325 Endicott St.
3.4 CITY-ST-ZIP	St Paul MN 55114
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	2325 Endicott St.
4.4 CITY-ST-ZIP	St Paul MN 55114
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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: *John W Olmschied* *Julius F Bonello* *Stephen P Bonello* *John C Olmschied*

CR2E034 (10/97)