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03-01-1999 90223 002 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F95000004347**

1. Corporation Name
RETAIL ASSOCIATES, INC.



Principal Place of Business: 2325 ENDICOTT ST, ST PAUL MN 55114, US
 Mailing Address: 2325 ENDICOTT ST, ST PAUL MN 55114, US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business (21-23)
 2a. Mailing Address (26-30)

3. Date Incorporated or Qualified: 09/05/1995
 4. FEI Number: 41-0942904
 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 the current year Intangible Personal Property Tax: Yes 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 (81-85)

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, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE	CPD	<input type="checkbox"/> DELETE
NAME	OLMSCHIED, JOHN W	
STREET ADDRESS	2325 ENDICOTT ST	
CITY-ST-ZIP	ST PAUL MN 55114	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	BONELLO, JULIUS F	
STREET ADDRESS	2325 ENDICOTT ST	
CITY-ST-ZIP	ST APUL MN 55114	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	BONNELLO, STEPHEN	
STREET ADDRESS	2325 ENDICOTT ST	
CITY-ST-ZIP	ST PAUL MN 55114	
TITLE	DV	<input type="checkbox"/> DELETE
NAME	OLMSCHIED, JOHN C	
STREET ADDRESS	2325 ENDICOTT ST	
CITY-ST-ZIP	ST PAUL MN 55114	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
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, with all other like empowered.

SIGNATURE: Stephen P. Bonello *Stephen P. Bonello* 2/3/99 651-917-9377
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)