

FILED
 Jul 06 1998 8:00am
 Secretary of State

FILE NOW: FILING FEE AFTER MAY 1ST IS :

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. M.
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F97000003369 (2)
 1. Corporation Name
 THEMESCAPES, INC.



Principal Place of Business: 864 TERRACE COURT ST. PAUL MN 55101
 Mailing Address: 864 TERRACE COURT ST. PAUL MN 55101

DO NOT WRITE IN THIS SPACE
 3. Date Incorporated or Qualified: 06/27/1997

2. Principal Place of Business: 21, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30
 4. FEI Number: 41-1874394
 5. Certificate of Status Desired:
 6. Election Campaign Financing Trust Fund Contribution:
 8. This corporation owes or has paid the Personal Property Tax due June 30: 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 Registerant: 81 Name, 82 Street Address (P.O. Box Number is Not Acceptable), 83, 84 City

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 office of registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ DATE: _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when re-registering)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS	
TITLE	P NAVSIK, PETER A <input type="checkbox"/> DELETE	1.1 TITLE	
NAME	864 TERRACE COURT	1.2 NAME	
STREET ADDRESS	ST. PAUL MN 55101	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	V ANDERSON, JERRY S <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	1798 HARTFORD AVENUE	2.2 NAME	
STREET ADDRESS	ST PAUL MN 55116	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S NASVIK, MARGARET E <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	5528 FENWAY COURT	3.2 NAME	
STREET ADDRESS	WHITE BEAR TOWNSHIP MN 55110	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	D LEVINE, LEONARD W <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	864 TERRACE COURT	4.2 NAME	
STREET ADDRESS	ST PAUL MN 55101	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	U WEBER, TONY D <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	864 TERRACE COURT	5.2 NAME	
STREET ADDRESS	ST PAUL MN 55101	5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	VC ANDERSON, JERRY S <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	864 TERRACE COURT	6.2 NAME	100002580401
STREET ADDRESS	ST PAUL MN 55101	6.3 STREET ADDRESS	07/06/98--01070--035
CITY-ST-ZIP		6.4 CITY-ST-ZIP	55101

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information 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 by the 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 it is not a change of address.

SIGNATURE: _____
 W409:Z 8661 97:000