

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 THESE SPACES

3. Date Incorporated or Qualified
 06/27/1997

2. Principal Place of Business

2a. Mailing Address

4. FEI Number
 41-1874394

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

5. Certificate of Status Desired

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution

23 Zip

24 Country

28 Zip

29 Country

8. This corporation owes or has paid the Personal Property Tax due June 30. NO

9. Name and Address of Current Registered Agent

10. Name and Address of New Register

C T 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

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when re-registering)

DATE

12

OFFICERS AND DIRECTORS

13

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS

TITLE: P
 NAME: NAVSIK, PETER A
 STREET ADDRESS: 864 TERRACE COURT
 CITY-ST-ZIP: ST. PAUL MN 55101

DELETE

1.1 TITLE
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

TITLE: V
 NAME: ANDERSON, JERRY S
 STREET ADDRESS: 1798 HARTFORD AVENUE
 CITY-ST-ZIP: ST PAUL MN 55116

DELETE

2.1 TITLE
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

TITLE: S
 NAME: NASVIK, MARGARET E
 STREET ADDRESS: 5528 FENWAY COURT
 CITY-ST-ZIP: WHITE BEAR TOWNSHIP MN 55110

DELETE

3.1 TITLE
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

TITLE: D
 NAME: LEVINE, LEONARD W
 STREET ADDRESS: 864 TERRACE COURT
 CITY-ST-ZIP: ST PAUL MN 55101

DELETE

4.1 TITLE
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

TITLE: U
 NAME: WEBER, TONY D
 STREET ADDRESS: 864 TERRACE COURT
 CITY-ST-ZIP: ST PAUL MN 55101

DELETE

5.1 TITLE
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY-ST-ZIP

TITLE: VC
 NAME: ANDERSON, JERRY S
 STREET ADDRESS: 864 TERRACE COURT
 CITY-ST-ZIP: ST PAUL MN 55101

DELETE

6.1 TITLE
 6.2 NAME: 100002580401
 6.3 STREET ADDRESS: 07/06/98--01070--035
 6.4 CITY-ST-ZIP: 55101

25
 7.6

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 Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Margaret E. Nasvik*
 W409:Z 8661 97:000