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**May 12 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 625317 (3)

1. Corporation Name
NORTHPORT, INC.

Principal Place of Business 710 N PLANKINTON AVE MILWAUKEE WI 53203-2404 US	Mailing Address 710 N PLANKINTON AVE MILWAUKEE WI 53203-2404 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 06/08/1979	3a. Date of Last Report 02/20/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 59-1901153	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

g. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83.	
		84. City	FL 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	PD	1.1 TITLE	V
NAME	STEIN, GERALD	1.2 NAME	BORRIS, JAMES D.
STREET ADDRESS	710 N. PLANKINTON AVE	1.3 STREET ADDRESS	710 N. PLANKINTON AVENUE, #1200
CITY-ST-ZIP	MILWAUKEE WI	1.4 CITY-ST-ZIP	MILWAUKEE, WI 53203
TITLE	V	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WIGCHERS, ARTHUR W.	2.2 NAME	Please add Jr. to Mr. Wigchers name
STREET ADDRESS	710 N. PLANKINTON AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	MILWAUKEE WI	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	V
NAME	JANZ, JAMES F	3.2 NAME	BRAUN, ROBERT E.
STREET ADDRESS	710 N. PLANKINTON AVE	3.3 STREET ADDRESS	710 N. PLANKINTON AVENUE, #1200
CITY-ST-ZIP	MILWAUKEE WI	3.4 CITY-ST-ZIP	MILWAUKEE, WI 53203
TITLE	V	4.1 TITLE	T
NAME	LAABS, SUSAN K.	4.2 NAME	CHEVALIER, STEPHAN J.
STREET ADDRESS	710 N. PLANKINTON AVE	4.3 STREET ADDRESS	710 N. PLANKINTON AVENUE, #1200
CITY-ST-ZIP	MILWAUKEE WI	4.4 CITY-ST-ZIP	MILWAUKEE, WI 53203
TITLE	VS	5.1 TITLE	AS
NAME	YOUNG, JAMES B	5.2 NAME	MADIGAN, MARK S.
STREET ADDRESS	710 N. PLANKINTON AVE	5.3 STREET ADDRESS	710 N. PLANKINTON AVENUE, #1200
CITY-ST-ZIP	MILWAUKEE WI	5.4 CITY-ST-ZIP	MILWAUKEE, WI 53203
TITLE	D	6.1 TITLE	AS
NAME	ZILBER, JOSEPH J.	6.2 NAME	ZORDANI, JAN M.
STREET ADDRESS	710 N. PLANKINTON AVE	6.3 STREET ADDRESS	710 N. PLANKINTON AVENUE, #1200
CITY-ST-ZIP	MILWAUKEE WI	6.4 CITY-ST-ZIP	MILWAUKEE, WI 53203

14. I do 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: Mark S. Madigan Mark S. Madigan Assistant Secretary 1/9/97 (414) 274-2433

CR2E034 (9/96)