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Apr 20 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 # 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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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 06/08/1979	4. FEI Number 59-1901153	Applied For <input type="checkbox"/> Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
23. Zip	28. Country	29. Zip	30. Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent		
b1. Name		b2. Street Address (P.O. Box Number is Not Acceptable)		
b3.		b4. City		
		b5. State FL		b6. 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	BRAUN, ROBERT E.
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	V
NAME	WIGCHERS, ARTHUR W. JR.	2.2 NAME	BORRIS, JAMES D.
STREET ADDRESS	710 N. PLANKINTON AVE	2.3 STREET ADDRESS	710 N. PLANKINTON AVENUE, #1200
CITY-ST-ZIP	MILWAUKEE WI	2.4 CITY-ST-ZIP	MILWAUKEE, WI 53203
TITLE	V	3.1 TITLE	V
NAME	JANZ, JAMES F	3.2 NAME	GRANDLICH, JOHN R.
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	DELISLE, SANDRA J.
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	MADIGAN, MARK S.
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 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 1/28/98 (414) 274-2433

CR2E034 (10/97)