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Feb 04 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **839744** (0)  
1. Corporation Name  
**IDS CERTIFICATE COMPANY**



Principal Place of Business <b>IDS TOWER 10, TAX DEPT UNIT #SH/B 1162 UNIT 1163 MINNEAPOLIS MN 55440 US</b>	Mailing Address <b>IDS TOWER 10, TAX DEPT UNIT #SH/B 1162 UNIT 1163 MINNEAPOLIS MN 55440 US</b>
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DO NOT WRITE IN THIS SPACE

<b>2. Principal Place of Business</b> <b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country		<b>2a. Mailing Address</b> <b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country		<b>3. Date Incorporated or Qualified</b> <b>12/30/1977</b>	<b>4. FEI Number</b> <b>41-6009975</b>	Applied For <input type="checkbox"/> Not Applicable
				<b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	<b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
				<b>8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.</b> <input type="checkbox"/> Yes <input type="checkbox"/> No		

<b>9. Name and Address of Current Registered Agent</b> <b>CT CORPORATION SYSTEM</b> <b>1200 S. PINE ISLAND ROAD</b> <b>PLANTATION FL 33324</b>				<b>10. Name and Address of New Registered Agent</b>	
				<b>81</b>	Name
				<b>82</b>	Street Address (P.O. Box Number is Not Acceptable)
				<b>83</b>	
				<b>84</b>	City
				<b>FL</b>	<b>85</b> 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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>AT</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WEINER, MICHAEL L</b>	1.2 NAME	
STREET ADDRESS	<b>1027 LONDON RD.</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MENDOTA HEIGHTS MN</b>	1.4 CITY-ST-ZIP	
TITLE	<b>AT</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>RITTER, STEVEN J</b>	2.2 NAME	
STREET ADDRESS	<b>12151 JONQUIL ST. NW</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>COON RAPIDS MN</b>	2.4 CITY-ST-ZIP	
TITLE	<b>VT</b> <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<b>Vice President + Treasurer</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>GOODWIN, MORRIS, JR.</b>	3.2 NAME	<b>Jeffrey S. Horton</b>
STREET ADDRESS	<b>2021 EMERSON AVE. S.</b>	3.3 STREET ADDRESS	<b>IDS Tower 10</b>
CITY-ST-ZIP	<b>MINNEAPOLIS MN</b>	3.4 CITY-ST-ZIP	<b>Minneapolis, MN 55440</b>
TITLE	<b>VC</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HATTESTAD, JAY C.</b>	4.2 NAME	
STREET ADDRESS	<b>IDS TOWER 10</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MINNEAPOLIS MN</b>	4.4 CITY-ST-ZIP	
TITLE	<b>AT</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>TVEDT, LESLIE R.</b>	5.2 NAME	
STREET ADDRESS	<b>3335 118TH AVE., N.W.</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>COON RAPIDS MN</b>	5.4 CITY-ST-ZIP	
TITLE	<b>P</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SEDLACEK, STUART A.</b>	6.2 NAME	
STREET ADDRESS	<b>IDS TOWER 10</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>MINNEAPOLIS MN</b>	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.

SIGNATURE

*[Signature]*

*[Signature]*

CR2E034 (10/97)

Directors

Name	Business Address
David R. Hubers	IDS Tower 10 Minneapolis, MN 55440
Charles W. Johnson	IDS Tower 10 Minneapolis, MN 55440
Richard W. Kling	IDS Tower 10 Minneapolis, MN 55440
Edward Landes	5300 Glenwood Ave Mpls. Mn 55422
John V. Luck	9000 Plymouth Ave. No. Minneapolis, MN 55427
James V. Mitchell	IDS Tower 10 Minneapolis, MN 55440
Harrison Randolph	Loring Pk Off Bldg Ste B-4 430 Oak Grove Street
Gordon H. Ritz	800 Baker Building Mpls. MN 55402
Stuart A. Sedlacek	IDS Tower 10 Minneapolis, MN 55440

Officers

Name	Title	Business Address
Richard W. Kling	Chairman of the Board	IDS Tower 10, Mpls., MN 55440
Stuart A. Sedlacek	President	IDS Tower 10, Mpls., MN 55440
Lorraine R. Hart	V.P.-Investments	IDS Tower 10, Mpls., MN 55440
Jay C. Hatlestad	Vice President and Controller	IDS Tower 10, Mpls., MN 55440
Jeffrey S. Horton	Vice President and Treasurer	IDS Tower 10, Mpls., MN 55440
Bruce A. Kohn	Vice President & General Counsel	IDS Tower 10, Mpls., MN 55440
F. Dale Simmons	Vice President-Real Estate	IDS Tower 10, Mpls., MN 55440
Timothy S. Meehan	Loan Management Secretary	IDS Tower 10, Mpls., MN 55440
Kevin J. Abrahamson	Assistant Vice President	IDS Tower 10, Mpls., MN 55440
Nancy R. Hughes	Assistant Vice President	IDS Tower 10, Mpls., MN 55440
Roger E. Johnson	Assistant Vice President	IDS Tower 10, Mpls., MN 55440
David M. Kupic	Assistant V.P.-Investments	IDS Tower 10, Mpls., MN 55440
Deborah L. Pederson	Assistant V.P.-Investments	IDS Tower 10, Mpls., MN 55440
Daniel J. Segner	Assistant V.P.-Investments	IDS Tower 10, Mpls., MN 55440
Doris A. Anfinson	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Shirley M. Carlson	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Thomas J. Colling	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Rodney W. England	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Shirley J. Lueck	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Mary Jo Olson	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Joyce M. Snyder	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Darlene A. Vicum	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Margaret D. Walter	Assistant Secretary	IDS Tower 10, Mpls., MN 55440
Lori J. Anshus	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440
James R. Palmer	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440
Steven J. Ritter	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440
Richard L. Solseth	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440
Gregg A. Syverson	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440
Leslie R. Tvedt	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440
Michael L. Welner	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440
Gary C. Ziemer	Assistant Treasurer	IDS Tower 10, Mpls., MN 55440

Members of the Dividend Committee

Edward Landes  
Harrison Randolph  
Stuart A. Sedlacek