

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 08 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 # 846726 (8)
 1. Corporation Name
CARLSON MARKETING GROUP, INC.



Principal Place of Business 12755 STATE HIGHWAY 55 MINNEAPOLIS MN 55441	Mailing Address PO BOX 59159 ATTN: TAX DEPT. MINNEAPOLIS MN 55459-8250
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/14/1980	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number 41-0833079	Applied For <input type="checkbox"/> Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
UNITED STATES CORPORATION COMPANY 1201 HAYES ST SUITE 105 TALLAHASSEE FL 32301				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	TV <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIRACLES, J.M. JR	1.2 NAME	
STREET ADDRESS	12755 STATE HWY 55	1.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS, MN 00000	1.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RYAN, JAMES J	2.2 NAME	
STREET ADDRESS	12755 STATE HWY. 55	2.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HAMANN, DARREL M	3.2 NAME	
STREET ADDRESS	12755 STATE HWY 55	3.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS, MN 00000	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARLSON, CURTIS L	4.2 NAME	
STREET ADDRESS	12755 STATE HWY 55	4.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS, MN 00000	4.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHINOFIELD, RICHARD E	5.2 NAME	
STREET ADDRESS	12755 STATE HWY 55	5.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS, MN 00000	5.4 CITY-ST-ZIP	
TITLE	EV <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ERICKSON, WALTER W	6.2 NAME	
STREET ADDRESS	12755 STATE HWY 55	6.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN	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: *[Handwritten Signature]* **4/27/98** *[Handwritten]* **12/2/540-5800**

CR2E034 (10/97)

Carlson Marketing Group, Inc.
F.E.I.N.: 41-0833079

<u>Office</u>	<u>Name</u>	<u>Address</u>
Chairman of the Board	Curtis L. Carlson	12755 State Hwy 55, Minneapolis, MN 55441
President & CEO	James J. Ryan	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President - Operations	Walter W. Erickson	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President - Automotive	Jeffrey C. Manley	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President - Loyalty	Michael D. Simpson	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President - Western Region	Open	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Western Sales	Michael A. Kern	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President - Central Region	John G. Powers	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President - Northeast Region	Robert G. Benner	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Legal	Lee Bearmon	12755 State Hwy 55, Minneapolis, MN 55441
Vice President-	Terry M. Butorac	12755 State Hwy 55, Minneapolis, MN 55441
Vice President- Human Resources	David R. Dahl	12755 State Hwy 55, Minneapolis, MN 55441
Vice President & Chief Technology Officer	Barbara White	12756 State Hwy 55, Minneapolis, MN 55441
Vice President - Finance	Robert A. Ross	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Tax	Darrel M. Hamann	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Treasurer	John M. Diracles, Jr.	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Strategic Marketing Services	Douglas R. Donaldson	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - General Manager-CMG Travel	Kimberly A. Cantlon	12755 State Hwy 55, Minneapolis, MN 55441
Vice President	Rex L. Carter	12755 State Hwy 55, Minneapolis, MN 55441
Vice President/General Manager Retail Marketing	Steven Aase	12755 State Hwy 55, Minneapolis, MN 55441
Secretary	Richard E. Shinofield	12755 State Hwy 55, Minneapolis, MN 55441
Assistant Secretary	Gerald W. Hogan	12755 State Hwy 55, Minneapolis, MN 55441
Assistant Secretary	Gary G. Widell	12755 State Hwy 55, Minneapolis, MN 55441
Assistant Secretary	Dan Lee	12755 State Hwy 55, Minneapolis, MN 55441
Director	Curtis L. Carlson	12755 State Hwy 55, Minneapolis, MN 55441