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Apr 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 # **848338** (0)
1. Corporation Name
RED WING SHOE COMPANY, INC.

Principal Place of Business 314 MAIN ST RIVERFRONT CENTRE RED WING MN 55066	Mailing Address 314 MAIN ST RIVERFRONT CENTRE RED WING MN 55066
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		3. Date Incorporated or Qualified 02/24/1981	
4. FEI Number 41-0498220		5. Certificate of Status Desired <input type="checkbox"/>		Applied For Not Applicable	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		7. 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		8.75 Additional Fee Required	
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			

81 Name	
82 Street Address (P.O. Box Number Is Not Acceptable)	
83	
84 City	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

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	CEO	1.1 TITLE	
NAME	SWEASY, WILLIAM J.	1.2 NAME	
STREET ADDRESS	314 MAIN STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	RED WING MN	1.4 CITY-ST-ZIP	
TITLE	P	2.1 TITLE	
NAME	GOGGIN, JOSEPH P.	2.2 NAME	
STREET ADDRESS	314 MAIN STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	RED WING MN	2.4 CITY-ST-ZIP	
TITLE	VP	3.1 TITLE	
NAME	CHALMERS, RICHARD	3.2 NAME	
STREET ADDRESS	314 MAIN STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	RED WING MN	3.4 CITY-ST-ZIP	
TITLE	TS	4.1 TITLE	
NAME	BRISTOL, GERALD A.	4.2 NAME	
STREET ADDRESS	314 MAIN STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	RED WING MN	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	VP
NAME	SKEN, FRED	5.2 NAME	ART KENYON, ART
STREET ADDRESS	314 MAIN STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	RED WING MN	5.4 CITY-ST-ZIP	
TITLE	T	6.1 TITLE	
NAME	BAWEK, RICK	6.2 NAME	
STREET ADDRESS	314 MAIN STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	RED WING 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:

RICK BAWEK

1/12/98 (612)385-1169

CR2E034 (10/97)