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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 # 851224 (6)  
1. Corporation Name  
CARLSON TRAVEL GROUP, INC.

Principal Place of Business  
12755 STATE HIGHWAY 55  
MINNEAPOLIS MN 55441

Mailing Address  
ATTN: TAX DEPT  
P.O. BOX 59159  
MINNEAPOLIS MN 55459-8250  
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/08/1981	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 41-1367181	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
PRENTICE-HALL CORPORATION SYSTEM, INC. 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 607.0602 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	P TANNER, TRAVIS 12755 STATE HIGHWAY 55 MINNEAPOLIS MN	1.1 TITLE	V.C.B., President CEO + Director
NAME		1.2 NAME	Marilyn C. Nelson
STREET ADDRESS		1.3 STREET ADDRESS	12755 State Hwy 55
CITY-ST-ZIP		1.4 CITY-ST-ZIP	Minneapolis, MN 55441
TITLE	VD BEARMON, LEE 12755 STATE HWY 55 MINNEAPOLIS, MN 0	2.1 TITLE	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	S HOGAN, GERALD W. 12755 STATE HWY 55 MINNEAPOLIS, MN 0	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VPT DIRACLES, JOHN M 12755 STATE HWY 55 MINNEAPOLIS, MN 0	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	V HAMANN, D 12755 STATE HWY 55 MINNEAPOLIS, MN 0	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	D CARLSON, C.L. 12755 STATE HWY 55 MINNEAPOLIS MN	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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]*

*[Handwritten Signature]*

CR2E034 (10/97)

**Carlson Travel Group, Inc.**  
**F.E.I.N.: 41-1367181**

<u>Office</u>	<u>Name</u>	<u>Address</u>
Chairman of the Board	Curtis L. Carlson	12755 State Hwy 55, Minneapolis, MN 55441
Vice Chair of the Board, President & CEO	Marilyn C. Nelson	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President- & President -Carlson Leisure Group	Michael Batt	12755 State Hwy 55, Minneapolis, MN 55441
Executive Vice President & CFO	Martyn R. Redgrave	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Legal	Lee Bearmon	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Tax	Darrel M. Hamann	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Human Resources	Terry Butorac	12755 State Hwy 55, Minneapolis, MN 55441
Vice President - Administration	John M. Dignan	12755 State Hwy 55, Minneapolis, MN 55441
Strategic Planning & Finance		
Vice President - Treasurer	John M. Diracles, Jr.	12755 State Hwy 55, Minneapolis, MN 55441
Secretary	Gerald W. Hogan	12755 State Hwy 55, Minneapolis, MN 55441
Assistant Secretary	Dan E. Lee	12755 State Hwy 55, Minneapolis, MN 55441

Director	Curtis L. Carlson	12755 State Hwy 55, Minneapolis, MN 55441
Director	Marilyn C. Nelson	12755 State Hwy 55, Minneapolis, MN 55441
Director	Lee Bearmon	12755 State Hwy 55, Minneapolis, MN 55441

**CTGODB**  
**November 1997 Listing**