

2005 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Apr 21, 2005 8:00 am
Secretary of State

04-21-2005 90230 037 ***150.00

DOCUMENT # F01000003630
 1. Entity Name
GRAND HOLDINGS, INC.



Principal Place of Business
 8009 34TH AVE S.
 SUITE 500
 BLOOMINGTON, MN 55425-1674

Mailing Address
 8009 34TH AVE S.
 SUITE 500
 BLOOMINGTON, MN 55425-1674

40064153



2. Principal Place of Business
 Suite, Apt. #, etc.
 City & State
 Zip Country

3. Mailing Address
 Suite, Apt. #, etc.
 City & State
 Zip Country

01112005 Chg-P CR2E034 (10/03)

4. FEI Number
 88-0329499 Applied For
 Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Name and Address of Current Registered Agent
 CAPITOL CORPORATE SERVICES, INC.
 1333 NORTH DUVAL ST.
 TALLAHASSEE, FL 32303

7. Name and Address of New Registered Agent
 Name
 Street Address (P.O. Box Number is Not Acceptable)
 City FL Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00

9. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees

10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VCOO LENTSCH, WILLIAM P 8009 34TH AVE. SOUTH, STE. 500 BLOOMINTON, MN 55425 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	See Attached <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VO BERCHFOLD, CURTIS J 8009 34TH AVE. SOUTH, STE. 500 BLOOMINGTON, MN 55425 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VTO ROSHOLT, JACOB H 8009 34TH AVE. SOUTH, STE. 500 BLOOMINGTON, MN 55425 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D FORET, MICKEY 8009 34TH AVE. SOUTH, STE. 500 BLOOMINGTON, MN 55425 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P PSELL, STEPHEN M 4608 CASCADE LN MINNEAPOLIS, MN 55436 <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V RAINEY, PETER W 3115 W. 47TH STREET MINNEAPOLIS, MN <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. 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 report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Kathleen A. Schneider 4/15/05 952-814-8883
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

ATTACHMENT

40064153
#761000003630

GRAND HOLDINGS, INC. d/b/a CHAMPION AIR

Directors:

Stephen M. Spellman	Director
Mickey P. Foret	Director
Jay M. Quam	Director
William P. Lentsch	Director

Officers:

Stephen M. Spellman	President and CEO
Kathleen A. Schneider	Vice President, CFO, Secretary, and Treasurer
William P. Lentsch	Vice President and Chief Operating Officer
Jacob H. Rosholt	Vice President Technical Operations
Edward M. Davidson	Vice President Operations

Corporate Offices:

8009 34th Avenue South, Suite 500
Bloomington, MN 55425