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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

DOCUMENT # F93000004186 (3)

1. Corporation Name  
GREEN TREE AGENCY, INC.



Principal Place of Business  
1300 LANDMARK TOWERS  
345 ST PETER STREET  
ST. PAUL MN 55102-1658  
US

Mailing Address  
1300 LANDMARK TOWRES  
345 ST PETER STREET  
ST. PAUL MN 55102-1658  
US

DO NOT WRITE IN THIS SPACE

|                                |                     |                     |                     |
|--------------------------------|---------------------|---------------------|---------------------|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                     |
| 21                             | Suite, Apt. #, etc. | 26                  | Suite, Apt. #, etc. |
| 22                             | City & State        | 27                  | City & State        |
| 23                             | Zip                 | 28                  | Country             |
| 24                             | Country             | 29                  | Zip                 |
| 25                             |                     | 30                  |                     |

|                                                                                                                                                              |                                |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|
| 3. Date Incorporated or Qualified<br>09/08/1993                                                                                                              |                                |
| 4. FEI Number<br>41-1254595                                                                                                                                  | Applied For<br>Not Applicable  |
| 5. Certificate of Status Desired <input type="checkbox"/>                                                                                                    | \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>                                                                              | \$5.00 May Be Added to Fees    |
| 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<br>C T CORPORATION SYSTEM<br>1200 SOUTH PINE ISLAND RD.<br>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                                               | 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                      | PC                                     | 1.1 TITLE                                             | Chairman                                |
| NAME                       | POTTS, ROBERT D                        | 1.2 NAME                                              | Edward L. Finn                          |
| STREET ADDRESS             | 1100 LANDMARK TOWERS, 345 ST PETER ST  | 1.3 STREET ADDRESS                                    | 1100 Landmark Towers, 345 St. Peter St. |
| CITY-ST-ZIP                | ST. PAUL MN                            | 1.4 CITY-ST-ZIP                                       | St. Paul, MN 55102                      |
| TITLE                      | VPT                                    | 2.1 TITLE                                             |                                         |
| NAME                       | KNIGHT, PHYLLIS A.                     | 2.2 NAME                                              |                                         |
| STREET ADDRESS             | 500 LANDMARK TOWERS 345 ST PETER ST.   | 2.3 STREET ADDRESS                                    | 1700 Landmark Towers, 345 St. Peter St. |
| CITY-ST-ZIP                | ST. PAUL MN                            | 2.4 CITY-ST-ZIP                                       |                                         |
| TITLE                      | EVPD                                   | 3.1 TITLE                                             | President                               |
| NAME                       | EVANS, RICHARD G                       | 3.2 NAME                                              | Joseph E. Huguelet, III                 |
| STREET ADDRESS             | 1100 LANDMARK TOWERS, 345 ST PETER ST. | 3.3 STREET ADDRESS                                    | 3500 Yankee Road, Suite 400             |
| CITY-ST-ZIP                | ST. PAUL MN                            | 3.4 CITY-ST-ZIP                                       | Eagan, MN 55121                         |
| TITLE                      | VP                                     | 4.1 TITLE                                             | Assistant Vice President                |
| NAME                       | HARLANDER, THOMAS P                    | 4.2 NAME                                              | Matthew Long                            |
| STREET ADDRESS             | 1300 LANDMARK TOWERS, 345 ST PETER ST  | 4.3 STREET ADDRESS                                    | 1100 Landmark Towers, 345 St. Peter St. |
| CITY-ST-ZIP                | ST. PAUL MN                            | 4.4 CITY-ST-ZIP                                       | St. Paul, MN 55102                      |
| TITLE                      | SVPS                                   | 5.1 TITLE                                             |                                         |
| NAME                       | GOTTESMAN, JOEL H.                     | 5.2 NAME                                              |                                         |
| STREET ADDRESS             | 1100 LANDMARK TOWERS, 345 ST. PETER ST | 5.3 STREET ADDRESS                                    |                                         |
| CITY-ST-ZIP                | ST PAUL MN                             | 5.4 CITY-ST-ZIP                                       |                                         |
| TITLE                      |                                        | 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: \_\_\_\_\_ Joel H. Gottesman 4/27/98 (612) 293-3400

CP2E034 (10/97)