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FILED
Jan 27 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000002841 (3)

1. Corporation Name
CEDARLEAF, CEDARLEAF, & CEDARLEAF, INC.



Principal Place of Business
**360 WEST LARPEUR AVE
 ST. PAUL MN 55113
 US**

Mailing Address
**P.O. BOX 64717
 ST. PAUL MN 55164-0717**

3. Date Incorporated or Qualified
06/12/1995

3a. Date of Last Report
01/30/1996

4. FEI Number
41-0709687

Applied For
 Applied For
 Not Applicable

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

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

8. This corporation has liability for intangible tax under s 199 032, Florida Statutes
 Yes No

2. Principal Place of Business
 21 State Apt # etc
 22 City & State
 23 Zip Country

2a. Mailing Address
 26 Suite, Apt #, etc.
 27 City & State
 28 Zip Country

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND RD.
 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: _____ DATE: _____
(NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|--|---|--|
| TITLE | PDC LARSEN, RICHARD J 125 WILDWOOD BAY DR. MAHTOMEDI MN 55115 | 1.1 TITLE | |
| NAME | | 1.2 NAME | |
| STREET ADDRESS | | 1.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 1.4 CITY - ST - ZIP | |
| TITLE | VDC DOUGHERTY, DENNIS R 81 EDGE CUMBE DR. MAHTOMEDI MN 55115 | 2.1 TITLE | |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 2.4 CITY - ST - ZIP | |
| TITLE | DST CEDARLEAF, JACK S II 81 EDGE CUMBE DR. MAHTOMEDI MN 55115 | 3.1 TITLE | |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 3.4 CITY - ST - ZIP | |
| TITLE | | 4.1 TITLE | |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 4.4 CITY - ST - ZIP | |
| TITLE | | 5.1 TITLE | |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 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 do 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: *Jack S. Cedarleaf* 1-5-97 612-488-6666
 Jack S. Cedarleaf
 Date: _____ Daytime Phone # _____
 0498833

CR2E034 (9/96)