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Feb 26, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000002841
 1. Corporation Name
CEDARLEAF, CEDARLEAF, & CEDARLEAF, INC.

Principal Place of Business 360 WEST LARPEN TEUR AVE ST. PAUL MN 55113 US	Mailing Address P.O. BOX 64717 ST. PAUL MN 55164
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/12/1995	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 41-0709687	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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

12. OFFICERS AND DIRECTORS

TITLE	PDC	<input type="checkbox"/> DELETE
NAME	LARSEN, RICHARD J	
STREET ADDRESS	125 WILDWOOD BAY DR.	
CITY-ST-ZIP	MAHTOMEDI MN 55115	
TITLE	VDC	<input type="checkbox"/> DELETE
NAME	DOUGHERTY, DENNIS R	
STREET ADDRESS	81 EDGE CUMBE DR.	
CITY-ST-ZIP	MAHTOMEDI MN 55115	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	CEDARLEAF, JACK S II	
STREET ADDRESS	81 EDGE CUMBE DR.	
CITY-ST-ZIP	MAHTOMEDI MN 55115	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Laren, Richard J	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Vice President, Director	
1.3 STREET ADDRESS	28 Forest Trail	
1.4 CITY-ST-ZIP	Mahtomedi, MN 55115	
2.1 TITLE	President, Director	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Dougherty, Dennis R.	
2.3 STREET ADDRESS	81 Edgecumbe Dr	
2.4 CITY-ST-ZIP	Mahtomedi, MN 55115	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE:  1-7-99 651-488-6666
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)