

**SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)**

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # F95000003846 (1)

1. Corporation Name
VC MANAGEMENT CORP.



Principal Place of Business: % CT CORPORATION SYSTEM, 1209 ORANGE ST., WILMINGTON DE 19801
Mailing Address: % CT CORPORATION SYSTEM, 1209 ORANGE ST., WILMINGTON DE 19801

3. Date Incorporated or Qualified: 08/09/1995
3a. Date of Last Report: initial
4. FFI Number: 41-1813331
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 1300 Nicollet Mall, Suite, Apt #, etc: Suite 4060 B, City & State: Minneapolis, MN, Zip: 55403, Country: U.S.A.
2a. Mailing Address: 26 SAME as 2a, Suite, Apt #, etc: 27, City & State: 28, Zip: 29, Country: 30

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
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: FL

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

Signature (Typed or Printed Name of Registered Agent and Date)

(NOTE: Registered Agent signature required when resigning)

Date

12. OFFICERS AND DIRECTORS

TITLE	C	DELETE
NAME	MOE, ROBERT A	
STREET ADDRESS	2 CAMBRIDGE ROAD	
CITY-ST-ZIP	GLEN RIDGE NJ 07028	
TITLE	C	DELETE
NAME	PARRISH, OVERTON B JR.	
STREET ADDRESS	919 NO. MICHIGAN AVE., STE. 2208	
CITY-ST-ZIP	CHICAGO IL 60811	
TITLE	DP	DELETE
NAME	MOE, PAUL J	
STREET ADDRESS	1300 NICOLLET AVE., STE. 4060	
CITY-ST-ZIP	MINNEAPOLIS MN 55403	
TITLE	DS	DELETE
NAME	SNOW, MICHAEL L	
STREET ADDRESS	3300 NORWEST CENTER	
CITY-ST-ZIP	MINNEAPOLIS MN 55402	
TITLE	VT	DELETE
NAME	SIMON, ROBERT	
STREET ADDRESS	1300 NICOLLET MALL, STE. 4060	
CITY-ST-ZIP	MINNEAPOLIS MN 55403	
TITLE	D	DELETE
NAME	GUNDERSON, JODY A	
STREET ADDRESS	2025 DEAN PARKWAY 6000 Clearwater Drive	
CITY-ST-ZIP	MINNEAPOLIS MN 55416 Minnetonka, MN 55343	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	D	Change	Addition
12 NAME	Jeffrey A. Hilligoss		
13 STREET ADDRESS	6000 Clearwater Drive		
14 CITY-ST-ZIP	Minnetonka, MN 55343		
21 TITLE	D	Change	Addition
22 NAME	Donald Puglisi		
23 STREET ADDRESS	1500 Casho Mill Road		
24 CITY-ST-ZIP	NEWARK, DE 19715		
31 TITLE		Change	Addition
32 NAME			
33 STREET ADDRESS			
34 CITY-ST-ZIP			
41 TITLE		Change	Addition
42 NAME			
43 STREET ADDRESS			
44 CITY-ST-ZIP			
51 TITLE		Change	Addition
52 NAME			
53 STREET ADDRESS			
54 CITY-ST-ZIP			
61 TITLE		Change	Addition
62 NAME			
63 STREET ADDRESS			
64 CITY-ST-ZIP			

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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 617, Florida Statutes; and that my name appears in Block 13 or Block 14 if changed, or on an attachment with an address.

SIGNATURE:

[Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

6-14-96

602-833-2273

Date

Telephone #

CR2E034 (3/96)