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FILED
May 20 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000003846 (1)
 1. Corporation Name
VC MANAGEMENT CORP.



Principal Place of Business 1300 NICOLLET MALL SUITE 4060 B MINNEAPOLIS MN 55403 US	Mailing Address 13 1209 ORANGE ST. WILMINGTON DE 19801 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 08/09/1995	Applied For <input type="checkbox"/>	Not Applicable <input checked="" type="checkbox"/>
4. FEI Number 41-1813331		
5. Certificate of Status Desired <input checked="" 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 checked="" type="checkbox"/> No		

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. Zip
24. Country	29. Country
25. Country	30. Country

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	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
83.	
84. City	

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

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	HILLIGOSS, JEFFREY A	
STREET ADDRESS	6000 CLEARWATER DRIVE	
CITY-ST-ZIP	MINNEAPOLIS MN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PUGLISI, DONALD	
STREET ADDRESS	1500 CASHO MILL ROAD	
CITY-ST-ZIP	NEWARD DE	
TITLE	OP	<input type="checkbox"/> DELETE
NAME	MOE, PAUL J	
STREET ADDRESS	1300 NICOLLET AVE., STE. 4060	
CITY-ST-ZIP	MINNEAPOLIS MN 55403	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	SIMON, ROBERT	
STREET ADDRESS	1300 NICOLLET HALL, SUITE 4060	
CITY-ST-ZIP	MINNEAPOLIS MN	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	SIMON, ROBERT	
STREET ADDRESS	1300 NICOLLET MALL, STE. 4060	
CITY-ST-ZIP	MINNEAPOLIS MN 55403	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	QUUNDERSON, JODY A	
STREET ADDRESS	2925 DEAN PARKWAY	
CITY-ST-ZIP	MINNEAPOLIS MN 55416	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Director/Secretary/Treasurer	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
1.2 NAME	Michael Snow	
1.3 STREET ADDRESS	1300 Nicollet Mall, Suite 4060	
1.4 CITY-ST-ZIP	Minneapolis, MN 55403	
2.1 TITLE	Director	Change <input type="checkbox"/> Addition <input checked="" type="checkbox"/>
2.2 NAME	Overton B. Parrish Jr.	
2.3 STREET ADDRESS	1300 Nicollet Mall, Suite 4060	
2.4 CITY-ST-ZIP	Minneapolis, MN 55403	
3.1 TITLE		Change <input type="checkbox"/> Addition <input type="checkbox"/>
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		Change <input type="checkbox"/> Addition <input type="checkbox"/>
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		Change <input type="checkbox"/> Addition <input type="checkbox"/>
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		Change <input type="checkbox"/> Addition <input type="checkbox"/>
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.

President **612-333-2273**
 Date **4/21/98**

CR2E034 (10/97)