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FILED
May 14 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 # F95000005512 (7)

1. Corporation Name
QAI, INC.



Principal Place of Business Mailing Address
386 N. WABASHA 386 N. WABASHA
1550 1550
ST PAUL MN 55102 ST. PAUL MN 55102-1308
US US

3. Date Incorporated or Qualified **11/13/1995** 3a. Date of Last Report **04/23/1996**

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

4. FEI Number **41-1709144** 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

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 **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 re-registering) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PC	<input type="checkbox"/> DELETE
NAME	BAER, ELAM	
STREET ADDRESS	386 N. WABASHA, SUITE 1550	
CITY-ST-ZIP	ST. PAUL MN	
TITLE	VCS	<input type="checkbox"/> DELETE
NAME	GRUNSETH, VICTORIA	
STREET ADDRESS	386 N. WABASHA, SUITE 1550	
CITY-ST-ZIP	ST. PAUL MN	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GREEN, JEFF	
STREET ADDRESS	386 N. WABASHA, SUITE 1550	
CITY-ST-ZIP	SIoux FALLS SD	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	NICHOLS, MARK	
STREET ADDRESS	386 N. WABASHA, SUITE 1550	
CITY-ST-ZIP	MINNEAPOLIS MN	
TITLE	<i>[Signature]</i>	<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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<i>D Chris Longky</i>
1.3 STREET ADDRESS	<i>386 N. Wabasha, Ste. 1550</i>
1.4 CITY-ST-ZIP	<i>St. Paul, MN 55102</i>
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	<i>D John Dennis</i>
2.3 STREET ADDRESS	<i>386 N. Wabasha Ste. 1550</i>
2.4 CITY-ST-ZIP	<i>St. Paul, MN 55102</i>
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 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: *[Signature]* 4-28-97 612-222-1501
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)