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FILED
May 08 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # L50698 (4)

1. Corporation Name
HEIRESS FRANCHISING CORPORATION, INC.

Principal Place of Business

Mailing Address

9887 FOURTH STREET NO.
ST. PETERSBURG FL 33702
US

P.O. BOX 42008
ST. PETERSBURG FL 33742-008
US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 PO Box 59159

Suite, Apt. #, etc.

22 Attn: Tax Department

City & State

23 Minneapolis

Zip Country

24 55459-8250 30 USA

9. Name and Address of Current Registered Agent

3. Date Incorporated or Qualified

02/08/1990

4. FEI Number

59-3000778

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 owes or has paid the current year Intangible
Personal Property Tax due June 30.

Yes No

10. Name and Address of New Registered Agent

REEVES, ROBERT H
9887 FOURTH STREET NO.
P.O. BOX 42008
ST PETERSBURG FL 33742-4008

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when registering)

DATE

12. OFFICERS AND DIRECTORS

TITLE DP

NAME BLOCK, ROGER E.
STREET ADDRESS 9887 FOURTH ST.NO., BOX 42008
CITY-ST-ZIP ST PETERSBURG FL 08

TITLE SV

NAME REEVES, ROBERT H.
STREET ADDRESS 9887 FOURTH ST.NO., BOX 42008
CITY-ST-ZIP ST PETERSBURG FL 08

TITLE AS

NAME SHARPE, JOAN F.
STREET ADDRESS 9887 FOURTH ST.NO., BOX 42008
CITY-ST-ZIP ST PETERSBURG FL 08

TITLE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE

NAME
STREET ADDRESS
CITY-ST-ZIP

TITLE

NAME
STREET ADDRESS
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE President

12 NAME Michael Batt

13 STREET ADDRESS 12755 State Hwy 55

14 CITY-ST-ZIP Minneapolis, MN 55441

21 TITLE Vice President-Tax

22 NAME Darrel M. Hamann

23 STREET ADDRESS 12755 State Hwy 55

24 CITY-ST-ZIP Minneapolis, MN 55441

31 TITLE Vice President-CFO

32 NAME John M. Dignan

33 STREET ADDRESS 12755 State Hwy 55

34 CITY-ST-ZIP Minneapolis, MN 55441

41 TITLE Secretary

42 NAME Gerald Hogan

43 STREET ADDRESS 12755 State Hwy 55

44 CITY-ST-ZIP Minneapolis, MN 55441

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY-ST-ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 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.

SIGNATURE Darrel M. Hamann Vice President-Tax 4-28-98 612/540-5883

CR2E034 (10/97)