
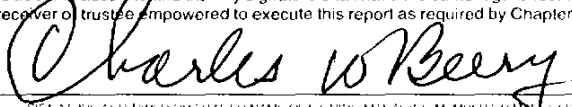


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS		FILED APR 20 PM 5:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company NAPLES 3, L.C. 6704 APACHE ROAD EDINA MN 55439		DOCUMENT # L95000000255			
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip		2a. Mailing Address Suite, Apt. #, etc. City & State Zip		1a. Principal Place of Business Address 6704 APACHE ROAD EDINA MN 55439	
3. Date Organized or Qualified 03/29/1995		3a. State of Formation FL		4. FEI Number 65-0567644	
5. Date of Last Report 04/14/1998		6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>		7. Name and Address of Current Registered Agent VOGEL, JAMES D 3936 TAMiami TRAIL NORTH SUITE B NAPLES FL 33940	
8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code		200002854072-6 -04/27/99 -01089-025 ****188.75 ****188.75 FL			
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____		DATE _____			
10. Title Managing Members/Managers Business Street Address City, State and Zip Code					
MGRM GISSELBECK, ROBERT V		3936 TAMiami TRAIL NORTH,		NAPLES FL	
MGRM BEERY, CHARLES W		6704 APACHE RD.		EDINA MN	
MGRM GRIEVE, PIERSON		ECOLAB CENTER, OSBURN BLDG		ST. PAUL MN	
11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: 		4/14/99 (612) 941-5280			