
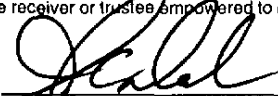


File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

<b>LIMITED LIABILITY COMPANY ANNUAL REPORT 1998</b>		 <b>FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS</b>		<b>FILED SECRETARY OF STATE DIVISION OF CORPORATIONS  98 MAY -1 AM 9:12</b>	
<b>FILING FEE \$ 188.75</b>		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>OIRE USA, L.L.C. 800 OPUS CENTER 9900 BREN ROAD EAST MINNETONKA MN 55343</b>		<b>DOCUMENT # M97000000885</b>		<b>1a. Principal Place of Business Address</b>  <b>800 OPUS CENTER 9900 BREN ROAD EAST MINNETONKA MN 55343</b>	
<b>2. Principal Place of Business</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>2a. Mailing Address</b>  Suite, Apt. #, etc.  City & State  Zip      Country		<b>3. Date Organized or Qualified</b>  12/26/1997  <b>4. FEI Number</b> 41-1894300 <del>APPLIED FOR</del> <b>5. Date of Last Report</b>  <b>3a. State of Formation</b> DE  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable  <b>6. Certificate of Status Desired</b> \$8.75 Additional Fee Required <input type="checkbox"/>	
<b>7. Name and Address of Current Registered Agent</b>  <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>				<b>8. Name and Address of New Registered Agent/Office</b>  Name  Street Address (P.O. Box Number is Not Acceptable) 600002514336-- 7 Suite, Apt. #, etc. -05/06/98--01133--019 ****188.75 ****188.75 City      Zip Code FL      MNA	
<b>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.</b>					
<b>SIGNATURE</b> _____ <b>DATE</b> _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>					
<b>10. Title</b>	<b>Managing Members/Managers</b>	<b>Business Street Address</b>		<b>City, State and Zip Code</b>	
<del>MGR</del>	<del>RAUENHORST, GERALD</del>	<del>1300 THIRD STREET SOUTH, #</del>		<del>NAPLES FL</del>	
MGR	BEDNAROWSKI, KEITH P	9900 BREN ROAD EAST, 700 C		MINNETONKA MN	
<del>MGR</del>	<del>RAUENHORST, MARK</del>	<del>9900 BREN ROAD EAST, 800 C</del>		<del>MINNETONKA MN</del>	
MGR	SCHIFERL, RONALD W	9900 BREN ROAD EAST, 700 C		MINNETONKA MN	
MGR	DECKAS, ANDREW C	9900 BREN ROAD EAST, 700		MINNETONKA MN	
<b>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.</b>					
<b>SIGNATURE:</b> 		RONALD W SCHIFERL		4/22/98	
<small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		<small>Date</small>		<small>Daytime Phone #</small>	