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Jan 30 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 # **P25696** (6)
1. Corporation Name
KEY GROUP ADVERTISING, INC.

Principal Place of Business
**523 S 8TH STREET
MINNEAPOLIS MN 55404**

Mailing Address
**523 S 8TH STREET
MINNEAPOLIS MN 55404-1030**



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 08/22/1989		3a. Date of Last Report 04/26/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 41-1341201		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		30. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent			
81. Name				82. Street Address (P.O. Box Number is Not Acceptable)			
83. City				84. Zip Code			
85. City				86. 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-stating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	P/COO/D
NAME	DAHLBERG, BURTON F.	1.2 NAME	Dahlberg, Burton F.
STREET ADDRESS	4220 W OLD SHAKOPEE RD	1.3 STREET ADDRESS	4220 W. Old Shakopee Road, Suite 200
CITY-ST-ZIP	BLOOMINGTON MN 55437	1.4 CITY-ST-ZIP	Bloomington, MN 55437
TITLE	V	2.1 TITLE	
NAME	GEARS, MARY ANNE	2.2 NAME	
STREET ADDRESS	523 S. 8TH STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN	2.4 CITY-ST-ZIP	
TITLE	VSTD	3.1 TITLE	CEO/V.P./S/T/CFO/D/Chairman
NAME	ENGELSMA, BRUCE W.	3.2 NAME	Engelsma, Bruce W.
STREET ADDRESS	523 S. 8TH STREET	3.3 STREET ADDRESS	523 South 8th Street
CITY-ST-ZIP	MINNEAPOLIS MN	3.4 CITY-ST-ZIP	Minneapolis, MN 55404
TITLE	CD	4.1 TITLE	
NAME	ENGELSMA, LLOYD	4.2 NAME	
STREET ADDRESS	523 S. 8TH ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	MINNEAPOLIS MN	4.4 CITY-ST-ZIP	
TITLE	S	5.1 TITLE	Assistant Secretary
NAME	GOEBEL, JANICE R	5.2 NAME	Goebel, Janice R.
STREET ADDRESS	523 S. 8TH STREET	5.3 STREET ADDRESS	523 South 8th Street
CITY-ST-ZIP	MINNEAPOLIS MN	5.4 CITY-ST-ZIP	Minneapolis, MN 55404
TITLE		6.1 TITLE	D
NAME		6.2 NAME	Engelsma, Daniel W.
STREET ADDRESS		6.3 STREET ADDRESS	4220 W. Old Shakopee Road, Suite 200
CITY-ST-ZIP		6.4 CITY-ST-ZIP	Bloomington, MN 55437

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.07(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: *Janice R. Goebel* 1/23/97 612-332-7281
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)