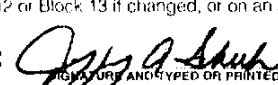


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

Apr 11 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 # P35712 (9)			
1. Corporation Name OFFERMAN & COMPANY INCORPORATED			
Principal Place of Business 621 LILAC DRIVE NORTH MINNEAPOLIS MN 55422-4674		Mailing Address 621 LILAC DRIVE NORTH MINNEAPOLIS MN 55422-4609	
2. Principal Place of Business 21 600 Hwy 169 South Suite, Apt. #, etc. 22 Suite 1100 City & State 23 Minneapolis, MN Zip 24 55426-1200		2a. Mailing Address 26 600 Hwy 169 South Suite, Apt. #, etc. 27 Suite 1100 City & State 28 Minneapolis, MN Zip 29 55426-1200	
Country 25 USA		Country 30 USA	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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 85 Zip Code FL	
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 _____ DATE _____ (NOTE: Registered Agent signature required when reinstating)			
12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP 1.2 1.3 1.4 CITY - ST - ZIP		1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	
2.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	
3.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	
4.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
5.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
6.1 TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 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: 		Jeffrey A. Schuh 4/4/97 (612) 541-8900	
Date		Daytime Phone #	

CR2E034 (9/96)