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Feb 05 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 # P36093 (3)

1. Corporation Name  
MERCHANTS CAPITAL RESOURCES, INC.



Principal Place of Business  
7800 PARKLAWN AVE.  
SUITE 384  
EDINA MN 55435-5130  
US

Mailing Address  
7800 PARKLAWN AVE.  
SUITE 384  
EDINA MN 55435-5129  
US

3. Date Incorporated or Qualified 10/24/1991	3a. Date of Last Report 02/07/1996
4. FEI Number 06-1261012	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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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 FL 85 Zip Code
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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 reinstalling) DATE: \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MEIER, J. ROGER	1.2 NAME	
STREET ADDRESS	7800 PARKLAWN, SUITE 384	1.3 STREET ADDRESS	
CITY-ST-ZIP	EDINA MN	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAHONEY, RICHARD	2.2 NAME	
STREET ADDRESS	102 E. THIRD ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	WINONA MN	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROEHL, R. PETER	3.2 NAME	
STREET ADDRESS	102 E. 3RD STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	WINONA MN	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOYLE, JOHN C.	4.2 NAME	
STREET ADDRESS	102 E. 3RD ST.	4.3 STREET ADDRESS	
CITY-ST-ZIP	WINONA MN	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CATLEAUX, HENRY E.	5.2 NAME	
STREET ADDRESS	5876 INDUSTRIAL PARK RD.	5.3 STREET ADDRESS	
CITY-ST-ZIP	WINONA MN	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

11/29/97

507-457-1100

CR2E034 (9/96)