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**Mar 20 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 # F94000002968 (5)

1. Corporation Name
OMG RETAIL, INC.



Principal Place of Business
**888 W. COUNTY ROAD D
SUITE 306
NEW BRIGHTON MN 55112**

Mailing Address
**888 W. COUNTY ROAD D
SUITE 306
NEW BRIGHTON MN 55112-7593**

3. Date Incorporated or Qualified 06/07/1994	3a. Date of Last Report 03/05/1996
4. FEI Number 59-3250376	Applied For 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 type="checkbox"/> Yes <input checked="" 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

9. Name and Address of Current Registered Agent

**TESDALL, JUNE J
4935 CYPRESS TRACE DR.
TAMPA FL 33624**

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	

11. Pursuant to the provisions of Sections 607.0409 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 and I agree with and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when resigning) _____ DATE _____

12. OFFICERS AND DIRECTORS

DELETE

**PSTD
VOGL, KAREN
309 11TH AVE., NW
NEW BRIGHTON MN 55112**

DELETE

DELETE

DELETE

DELETE

DELETE

DELETE

DELETE

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

11. TITLE

12. NAME

13. STREET ADDRESS

14. CITY - ST - ZIP

21. TITLE

22. NAME

23. STREET ADDRESS

24. CITY - ST - ZIP

31. TITLE

32. NAME

33. STREET ADDRESS

34. CITY - ST - ZIP

41. TITLE

42. NAME

43. STREET ADDRESS

44. CITY - ST - ZIP

51. TITLE

52. NAME

53. STREET ADDRESS

54. CITY - ST - ZIP

61. TITLE

62. NAME

63. STREET ADDRESS

64. CITY - ST - ZIP

Change Addition

Change Addition

Change Addition

Change Addition

14. I 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 included 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, on an attachment with an address.

SIGNATURE: *Karen Vogl*
SIGNATURE AND TITLE (OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR)

3/15/97 (612)631-3599
Date Designation #

CR2E034 (9/96)