

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

FILED
May 15 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
---	---	---

DOCUMENT # P94000092956 (9)
 1. Corporation Name
PENDA ROO HOLDING CORPORATION



Principal Place of Business C/O TRIVEST, INC. 2665 S. BAYSHORE DRIVE, STE 800 MIAMI FL 33133-5401	Mailing Address C/O TRIVEST, INC. 2665 S. BAYSHORE DRIVE, STE 800 MIAMI FL 33133-5401
---	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/27/1994	4. FEI Number 39-1808928	Applied For <input type="checkbox"/> Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
22. City & State	27. City & State			
23. Zip	28. Zip			
24. Country	29. Country			

9. Name and Address of Current Registered Agent KLEIN, PETER W. 2665 S. BAYSHORE DRIVE, SUITE 800 MIAMI FL 33131				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

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 _____
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	DP	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	CEO/P/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BROCKWAY, PETER C		1.2 NAME	Jack L. Thompson	
STREET ADDRESS	2665 S. BAYSHORE DRIVE, SUITE 800		1.3 STREET ADDRESS	2344 W. Wisconsin Street	
CITY-ST-ZIP	MIAMI FL		1.4 CITY-ST-ZIP	Portage, WI 53901	
TITLE	DT	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BLUME, MARK J.		2.2 NAME	Leo E. Waner	
STREET ADDRESS	2344 W WISCONSIN ST		2.3 STREET ADDRESS	2344 W. Wisconsin Street	
CITY-ST-ZIP	PORTAGE WI		2.4 CITY-ST-ZIP	Portage, WI 53901	
TITLE	DVP	<input checked="" type="checkbox"/> DELETE	3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KNUTSON, BRUCE D		3.2 NAME		
STREET ADDRESS	2665 S. BAYSHORE DRIVE, SUITE 800		3.3 STREET ADDRESS		
CITY-ST-ZIP	MIAMI FL		3.4 CITY-ST-ZIP		
TITLE	VP	<input checked="" type="checkbox"/> DELETE	4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MYDLOWSKI, GERARD T.		4.2 NAME		
STREET ADDRESS	2344 W WISCONSIN ST		4.3 STREET ADDRESS		
CITY-ST-ZIP	PORTAGE WI		4.4 CITY-ST-ZIP		
TITLE	S	<input type="checkbox"/> DELETE	5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KLEIN, PETER W.		5.2 NAME		
STREET ADDRESS	2665 S BAYSHORE DR STE 800		5.3 STREET ADDRESS		
CITY-ST-ZIP	MIAMI FL		5.4 CITY-ST-ZIP		
TITLE	AS	<input type="checkbox"/> DELETE	6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KUFFNER, MARILYN D.		6.2 NAME		
STREET ADDRESS	2665 S BAYSHORE DR STE 800		6.3 STREET ADDRESS		
CITY-ST-ZIP	MIAMI FL		6.4 CITY-ST-ZIP		

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 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 any attachment with an address.

SIGNATURE: _____, Marilyn D. Kuffner, Asst. Sec. **4/28/98 305/858-2000**

CR2E034 (10/97)

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

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000007390 (5)
1. Corporation Name
PENDA CORPORATION



Principal Place of Business Mailing Address
2655 S. BAYSHORE DR. SUITE 800 MIAMI FL 33133
2655 S. BAYSHORE DR. SUITE 800 MIAMI FL 33133

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt #, etc. 26 Suite, Apt #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

3. Date Incorporated or Qualified
01/31/1994
4. FEI Number 65-0463658 Applied For Not Applicable
5. Certificate of Status Desired \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

KLEIN, PETER W
2665 S BAYSHORE DR
SUITE 800
MIAMI FL 33133

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 607.0502 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

Signature, typed or printed name of registered agent and fee, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	D	<input type="checkbox"/> DELETE
NAME	BLANK, ROBERT D	
STREET ADDRESS	209 S. LASALLE-12 FLOOR	
CITY-ST-ZIP	CHICAGO IL 60604-1295	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KLEIN, PETER W.	
STREET ADDRESS	2665 S BAYSHORE DR 8TH FLOOR	
CITY-ST-ZIP	MIAMI FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BROCKWAY, PETER C	
STREET ADDRESS	2665 S. BAYSHORE DR. STE. 800	
CITY-ST-ZIP	MIAMI FL 33183	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GEORGE, PHILLIP T MD	
STREET ADDRESS	2665 S. BARSHORE DR. STE. 800	
CITY-ST-ZIP	MIAMI FL 33183	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SMITH, THOMAS J	
STREET ADDRESS	2010 SHERWOOD DR.	
CITY-ST-ZIP	ORLANDO FL 32806	
TITLE	CX	<input type="checkbox"/> DELETE
NAME	POWELL, EARL W	
STREET ADDRESS	2665 S. BARSHORE DR. STE. 800	
CITY-ST-ZIP	MIAMI FL 33183	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	D/CEO/P
3.3 STREET ADDRESS	Jack L. Thompson
3.4 CITY-ST-ZIP	2344 W. Wisconsin Street Portage, WI
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	4365 Steiner Street
5.4 CITY-ST-ZIP	St. Bonifacius, MN
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	D
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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 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: *Marilyn D. Kuffner*, Marilyn D. Kuffner, Sec'y 4-28-98 (305)858-2200

CR2E034 (10/97)