

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

FILED

**May 13 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000005070 (8)
1. Corporation Name
COLONIAL PENN MADISON INSURANCE COMPANY



Principal Place of Business 2850 AUDUBON ROAD NORRISTOWN PA 19403	Mailing Address 399 MARKET STREET TAX DEPT- 5TH FLOOR PHILADELPHIA PA 19181-0001 US
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3. Date Incorporated or Qualified 11/09/1993	3a. Date of Last Report 05/01/1996
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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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4. FEI Number 13-1967524	Applied For <input type="checkbox"/> Applied For <input checked="" 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent BRODY, SIGMOND A 4002 EISENHOWER BLVD TAMPA FL 33634		81. Name	10. Name and Address of New Registered Agent	
		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 _____ (NOTE: Registered Agent signature required when re-registering) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VT	NAME DAVID K. SHERMAN	1.1 TITLE VT/CEO	1.2 NAME STEPHEN T. LIST
STREET ADDRESS 315 PARK AVENUE SOUTH	CITY-ST-ZIP NEW YORK NY	1.3 STREET ADDRESS 2850 AUDUBON RD	1.4 CITY-ST-ZIP NORRISTOWN, PA 19403
TITLE D	NAME CUMMING, IAN M	2.1 TITLE	2.2 NAME
STREET ADDRESS 529 EAST SOUTH TEMPLE	CITY-ST-ZIP SALT LAKE CITY UT	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
TITLE D	NAME STEINBERG, JOSEPH S	3.1 TITLE	3.2 NAME
STREET ADDRESS 315 PARK AVENUE SOUTH	CITY-ST-ZIP NEW YORK NY	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
TITLE V	NAME STEPHEN T. LIST	4.1 TITLE	4.2 NAME CHRISTINE E. BANACHERI
STREET ADDRESS 2850 AUDUBON ROAD	CITY-ST-ZIP NORRISTOWN PA	4.3 STREET ADDRESS 2850 AUDUBON RD	4.4 CITY-ST-ZIP NORRISTOWN, PA 19403
TITLE P	NAME WULSIN, HENRY H	5.1 TITLE	5.2 NAME
STREET ADDRESS 2850 AUDUBON ROAD	CITY-ST-ZIP NORRISTOWN PA	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
TITLE V	NAME SENTNER, TIMOTHY C	6.1 TITLE	6.2 NAME
STREET ADDRESS 399 MARKET STREET	CITY-ST-ZIP PHILADELPHIA PA	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: *(Signature)* **TIMOTHY C. SENTNER** 4/25/97 (215) 928-6423

CR2E034 (9/96)