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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROFIT CORPORATION ANNUAL REPORT 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000005070

1. Corporation Name
COLONIAL PENN MADISON INSURANCE COMPANY

Principal Place of Business
**2650 AUDUBON ROAD
NORRISTOWN PA 19103**

Mailing Address
**299 MARKET STREET
TAX DEPT- 5TH FLOOR
PHILADELPHIA PA 19101
US**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21. Suite, Apt. #, etc.
22. City & State
23. Zip Country

2a. Mailing Address
24. Suite, Apt. #, etc.
25. City & State
26. Zip Country

3. Date Incorporated or Quelled
11/09/1993

4. FEI Number
13-1967524

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees

7. This corporation owes the current year Intangible Personal Property Tax Yes No

8. Name and Address of Current Registered Agent
**MARR, BILL
4002 EISENHOWER BLVD
TAMPA FL 33634**

10. Name and Address of New Registered Agent

81. Name
Commissioner of Insurance

82. Street Address (P.O. Box Number is Not Acceptable)
State Capitol

84. City
Tallahassee

85. Zip Code
FL 32301

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 607.0508, Florida Statutes.

SIGNATURE _____ DATE _____
Signature: typed or printed name of registered agent and date if applicable. (Not if Registered Agent signature required when registering)

12. OFFICERS AND DIRECTORS

TITLE	T	<input type="checkbox"/> DELETE
NAME	HUGUNIN, JEFFREY I	
STREET ADDRESS	12521 AMERSHIRE LANE	
CITY-ST-ZIP	GLEN ALLEN VA	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	BANCHERI, CHRITINE E	
STREET ADDRESS	2650 AUDUBON ROAD	
CITY-ST-ZIP	NORRISTOWN PA	
TITLE	P	<input type="checkbox"/> DELETE
NAME	WULSIN, HENRY M	
STREET ADDRESS	2650 AUDUBON ROAD	
CITY-ST-ZIP	NORRISTOWN PA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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 type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	V
4.3 STREET ADDRESS	Boyle, Joseph M.
4.4 CITY-ST-ZIP	2650 Audubon Road NORRISTOWN, PA 19403
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
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)(b), 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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Joseph M. Boyle Joseph M. Boyle

2.599 610.650.2043

RA change OK per Karon + Pamela Pitts DAI