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Feb 27 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 # L66210 (0)

1. Corporation Name: MADISON TIMBER HOLDINGS, INC.



Principal Place of Business: HWY 349 NORTH 1 MILE NORTH OF OLD TOWN OLD TOWN FL 32680 US
Mailing Address: P.O. DRAWER 2349 LAKE CITY FL 32056-2349 US

3. Date Incorporated or Qualified: 04/16/1990
3a. Date of Last Report: 02/26/1996

2. Principal Place of Business: 21, 22, 23, 24, 25, 26, 27, 28, 29, 30
2a. Mailing Address: 26, 27, 28, 29, 30
4. FEI Number: 59-3141260
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes [], No [X]

9. Name and Address of Current Registered Agent: NORRIS, JOHN E. COMMUNITY NATIONAL BANK BUILDING 201 N. MARION STREET - SUITE 301 LAKE CITY FL 32055
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 (FL)

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: _____ (NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|----------------------------|---|---|--|
| TITLE | PD ANDERSON, DOUG HIGHWAY 349 NORTH OLD TOWN FL | 1.1 TITLE | |
| NAME | | 1.2 NAME | |
| STREET ADDRESS | | 1.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 1.4 CITY - ST - ZIP | |
| TITLE | STD ANDERSON, JOE H. III HIGHWAY 349 NORTH OLD TOWN FL | 2.1 TITLE | |
| NAME | | 2.2 NAME | |
| STREET ADDRESS | | 2.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 2.4 CITY - ST - ZIP | |
| TITLE | | 3.1 TITLE | |
| NAME | | 3.2 NAME | |
| STREET ADDRESS | | 3.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 3.4 CITY - ST - ZIP | |
| TITLE | | 4.1 TITLE | |
| NAME | | 4.2 NAME | |
| STREET ADDRESS | | 4.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 4.4 CITY - ST - ZIP | |
| TITLE | | 5.1 TITLE | |
| NAME | | 5.2 NAME | |
| STREET ADDRESS | | 5.3 STREET ADDRESS | |
| CITY - ST - ZIP | | 5.4 CITY - ST - ZIP | |
| TITLE | | 6.1 TITLE | |
| 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: Doug Anderson 2/3/97 352-542-7942
Date: _____ Daytime Phone: _____

CR2E034 (9/96)