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Mar 10 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 # 838355 (6)
1. Corporation Name
MADISON NATIONAL LIFE INSURANCE COMPANY, INC. OF WISCONSIN



Principal Place of Business: 6120 UNIVERSITY AVE, PO BOX 5008, MIDDLETON WI 53562
Mailing Address: 6120 UNIVERSITY AVE, PO BOX 5008, MIDDLETON WI 53562-3461

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		05/04/1977	03/06/1996
22		27		4. FEI Number	Applied For
23		28		39-0990296	Not Applicable
24		29		5. Certificate of Status Desired	\$8.75 Additional Fee Required
25		30		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

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
STATE INSURANCE COMMISSIONER CAPITOL BUILDING TALLAHASSEE FL 32304				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

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 reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D LAPIN, STEVEN	1.1 TITLE	P Larry R. Graber
NAME	96 CUMMINGS PT RD	1.2 NAME	6120 University Avenue
STREET ADDRESS	STAMFORD CT	1.3 STREET ADDRESS	Middleton, WI 53562
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	V BALGORD, JAMES R.	2.1 TITLE	V Deirdre K. Ragan
NAME	6120 UNIVERSITY AVENUE	2.2 NAME	6120 University Avenue
STREET ADDRESS	MIDDLETON WI	2.3 STREET ADDRESS	Middleton, WI 53562
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	TV MUSSEY, MARK A.	3.1 TITLE	
NAME	6120 UNIVERSITY AVE.	3.2 NAME	
STREET ADDRESS	MIDDLETON WI	3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	V WATTS, RICHARD E.	4.1 TITLE	
NAME	6120 UNIVERSITY AVENUE	4.2 NAME	
STREET ADDRESS	MIDDLETON WI	4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	S KETTIG, DAVID T.	5.1 TITLE	
NAME	96 CUMMINGS POINT ROAD	5.2 NAME	
STREET ADDRESS	STAMFORD CT	5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	PD MAYER, ROBERT ALLEN	6.1 TITLE	
NAME	96 CUMMINGS POINT ROAD	6.2 NAME	
STREET ADDRESS	STAMFORD CT	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: *Walter M...* 3/3/97 (608) 238-2691
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)