

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

FILED
May 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 129639 (1)
1. Corporation Name
ST. JOE TIMBERLAND COMPANY

Principal Place of Business
1850 PRUDENTIAL DRIVE
STE 400
JACKSONVILLE FL 32207
US

Mailing Address
P O BOX 1380
JACKSONVILLE FL 32201
US

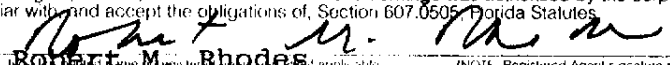


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/20/1905	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 59-0432765	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent ANDERSON, R A 1850 PRUDENTIAL DRIVE JACKSONVILLE, FL 32207				10. Name and Address of New Registered Agent	
81	Name Robert M. Rhodes				
82	Street Address (P.O. Box Number is Not Acceptable) 1650 Prudential Drive, Suite 400				
83					
84	City	Jacksonville	FL	85	Zip Code 32207

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  4/29/98
Signature of Robert M. Rhodes (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	THORNTON, W L <input checked="" type="checkbox"/> DELETE	1.1 TITLE CD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME Peter S. Rummell	
STREET ADDRESS		1.3 STREET ADDRESS 1650 Prudential Drive, Suite 400	
CITY-ST-ZIP		1.4 CITY-ST-ZIP Jacksonville, FL 32207	
TITLE		2.1 TITLE PD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PETTY, C M <input checked="" type="checkbox"/> DELETE	2.2 NAME Charles A. Ledsinger, Jr.	
STREET ADDRESS		2.3 STREET ADDRESS 1650 Prudential Drive, Suite 400	
CITY-ST-ZIP		2.4 CITY-ST-ZIP Jacksonville, FL 32207	
TITLE		3.1 TITLE SVPD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	VD BROWNIE, E. C <input checked="" type="checkbox"/> DELETE	3.2 NAME Robert M. Rhodes	
STREET ADDRESS		3.3 STREET ADDRESS 1650 Prudential Drive, Suite 400	
CITY-ST-ZIP		3.4 CITY-ST-ZIP Jacksonville, FL 32207	
TITLE		4.1 TITLE SVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	S ANDERSON, R A <input checked="" type="checkbox"/> DELETE	4.2 NAME J. Malcolm Jones, Jr.	
STREET ADDRESS		4.3 STREET ADDRESS 1650 Prudential Drive, Suite 400	
CITY-ST-ZIP		4.4 CITY-ST-ZIP Jacksonville, FL 32207	
TITLE		5.1 TITLE VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	D CARLSON, W W <input checked="" type="checkbox"/> DELETE	5.2 NAME H. Clay Smallwood	
STREET ADDRESS		5.3 STREET ADDRESS 1650 Prudential Drive, Suite 400	
CITY-ST-ZIP		5.4 CITY-ST-ZIP Jacksonville, FL 32207	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<input type="checkbox"/> DELETE	6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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  4/29/98 046 396-6618

CR2E034 (10/97)