

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

FILED

May 12 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION ANNUAL REPORT 1997</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	--

**DOCUMENT # 851645 (2)**  
 1. Corporation Name  
**SOUTHERN TIMBER RESOURCES CORP.**



<b>Principal Place of Business</b> <b>3 WORLD FINANCIAL CENTER</b> <b>29TH FLOOR</b> <b>NEW YORK NY 10285</b> <b>US</b>	<b>Mailing Address</b> <b>FIRST DATA INVESTOR SERVICES GROUP</b> <b>P.O. BOX 1527</b> <b>BOSTON MA 02104-1527</b> <b>US</b>
---	---

<b>2. Principal Place of Business</b> <b>21</b> Suite, Apt. #, etc. <b>22</b> City & State <b>23</b> Zip <b>24</b> Country	<b>2a. Mailing Address</b> <b>26</b> Suite, Apt. #, etc. <b>27</b> City & State <b>28</b> Zip <b>29</b> Country
--	---

<b>3. Date Incorporated or Qualified</b> <b>01/19/1982</b>	<b>3a. Date of Last Report</b> <b>05/01/1996</b>
<b>4. FEI Number</b> <b>56-1303553</b>	<b>Applied For</b> <input type="checkbox"/> Not Applicable
<b>5. Certificate of Status Desired</b> <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes</b> <input type="checkbox"/> Yes <input type="checkbox"/> No	

**9. Name and Address of Current Registered Agent**

**C T CORPORATION SYSTEM**  
**1200 SOUTH PINE ISLAND ROAD**  
**PLANTATION FL 33324**

**10. Name and Address of New Registered Agent**

**81 Name** **THE PRENTICE-HALL CORPORATION SYSTEM, INC**  
**82 Street Address (P.O. Box Number is Not Acceptable)** **1201 HAYS STREET**  
**83**  
**84 City** **TALLAHASSEE** **FL** **85 Zip Code** **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 607.0505, Florida Statutes.**

**SIGNATURE** David W. Nickelsen **DATE** 4/24/97

(Signature, typed or printed name of registered agent and fee if applicable) (NOTE: Registered Agent signature required when reinstating)

**12. OFFICERS AND DIRECTORS**

<b>TITLE</b> <b>PD</b> <input type="checkbox"/> DELETE <b>NAME</b> <b>ABBOTT, PAUL</b> <b>STREET ADDRESS</b> <b>3 WORLD FINANCIAL CENTER-29TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>NEW YORK NY 10285</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>T</b> <input checked="" type="checkbox"/> DELETE <b>NAME</b> <b>GILFENBAUM, AMY</b> <b>STREET ADDRESS</b> <b>3 WORLD FINANCIAL CENTER-29TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>NEW YORK NY 10285</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>TITLE</b> <b>AT</b> <input checked="" type="checkbox"/> DELETE <b>NAME</b> <b>TERNULLO, JOSEPH</b> <b>STREET ADDRESS</b> <b>31 ST. JAMES AVENUE-6TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>BOSTON MA 02116</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>TITLE</b> <b>V</b> <input checked="" type="checkbox"/> DELETE <b>NAME</b> <b>HOBSON, KATE</b> <b>STREET ADDRESS</b> <b>3 WORLD FINANCIAL CENTER-29TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>NEW YORK NY 10285</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>TITLE</b> <b>AS</b> <input type="checkbox"/> DELETE <b>NAME</b> <b>GRIESINGER, CYNTHIA</b> <b>STREET ADDRESS</b> <b>31 ST JAMES AVE 6TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>BOSTON MA</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>TITLE</b> <b>S</b> <input type="checkbox"/> DELETE <b>NAME</b> <b>MANSON, KAREN</b> <b>STREET ADDRESS</b> <b>3 WORLD FINANCIAL CENTER-29TH FLOOR</b> <b>CITY-ST-ZIP</b> <b>NEW YORK NY 10285</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition

**13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12**

<b>1.1 TITLE</b> <b>1.2 NAME</b> <b>1.3 STREET ADDRESS</b> <b>1.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition
<b>2.1 TITLE</b> <b>T</b> <b>2.2 NAME</b> <b>NIGEL WALKER</b> <b>2.3 STREET ADDRESS</b> <b>3 WORLD FINANCIAL CENTER - 29TH FLOOR</b> <b>2.4 CITY-ST-ZIP</b> <b>NEW YORK, NY 10285</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>3.1 TITLE</b> <b>AT</b> <b>3.2 NAME</b> <b>MALACHY DUFFY</b> <b>3.3 STREET ADDRESS</b> <b>53 STATE STREET, BOS 710</b> <b>3.4 CITY-ST-ZIP</b> <b>BOSTON, MA 02109</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>4.1 TITLE</b> <b>V</b> <b>4.2 NAME</b> <b>ROBERT HELLMAN</b> <b>4.3 STREET ADDRESS</b> <b>3 WORLD FINANCIAL CENTER - 29TH FLOOR</b> <b>4.4 CITY-ST-ZIP</b> <b>NEW YORK, NY 10285</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
<b>5.1 TITLE</b> <b>AT</b> <b>5.2 NAME</b> <b>GRIESINGER, CYNTHIA</b> <b>5.3 STREET ADDRESS</b> <b>53 STATE STREET, BOS 710</b> <b>5.4 CITY-ST-ZIP</b> <b>BOSTON, MA 02109</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
<b>6.1 TITLE</b> <b>6.2 NAME</b> <b>6.3 STREET ADDRESS</b> <b>6.4 CITY-ST-ZIP</b>	<input type="checkbox"/> Change <input type="checkbox"/> Addition

**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:** CYNTHIA GRIESINGER **DATE** 4/23/97 **(6A) 573-1103**

CR2E034 (9/96)