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Apr 09 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 # 851645 (2)

1. Corporation Name
SOUTHERN TIMBER RESOURCES CORP.

Principal Place of Business 3 WORLD FINANCIAL CENTER 29TH FLOOR NEW YORK NY 10285 US	Mailing Address FIRST DATA INVESTOR SERVICES GROUP P.O. BOX 1527 BOSTON MA 02104 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/19/1982	
21		26		4. FEI Number 56-1303553	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip		29. Zip		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
25. Country		30. Country			

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM INC
1201 HAYS STREET
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
FL	85 Zip Code

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

Signature, typed or printed name of registered agent and title if applicable


(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	P
NAME	ADRIAN PAUL	1.2 NAME	HELLMAN, ROBERT
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10285	1.4 CITY-ST-ZIP	
TITLE	T	2.1 TITLE	T
NAME	WALKER, NIGEL	2.2 NAME	SILVERMAN, MARC
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	AT	3.1 TITLE	
NAME	DUFFY, MALACHY	3.2 NAME	
STREET ADDRESS	53 STATE STREET, BOS 710	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	V
NAME	HELLMAN, ROBERT	4.2 NAME	
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	4.4 CITY-ST-ZIP	
TITLE	AS	5.1 TITLE	AT (ASSISTANT Treasurer)
NAME	GRIESINGER, CYNTHIA	5.2 NAME	GRIESINGER, CYNTHIA
STREET ADDRESS	53 STATE STREET, BOS 710	5.3 STREET ADDRESS	53 STATE STREET, BOS 868
CITY-ST-ZIP	BOSTON MA	5.4 CITY-ST-ZIP	BOSTON, MA 02109
TITLE	S	6.1 TITLE	S
NAME	MANNON, JENNIFER	6.2 NAME	MARRE, JENNIFER
STREET ADDRESS	3 WORLD FINANCIAL CENTER-29TH FLOOR	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10285	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:

 4/1/98

(112)523-1103

CR2E034 (10/97)