

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97064 (2)
1. Corporation Name
AMERICAN PIONEER HOLDING COMPANY

Principal Place of Business FDIC-100 COLNY SQUARE, BOX 68 STE. 2300 ATLANTA GA 30361	Mailing Address FDIC-100 COLNY SQUARE, BOX 68 STE. 2300 ATLANTA GA 30301-0068
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2. Principal Place of Business 21 1201 W. Peachtree St., N.E. Suite, Apt. #, etc. 22 Suite 1800 City & State 23 Atlanta, GA Zip 24 30309		2a. Mailing Address 26 1201 W. Peachtree ST., N.E. Suite, Apt. #, etc. 27 Suite 1800 City & State 28 Atlanta, GA Zip 29 30309 Country 30 Fulton		3. Date Incorporated or Qualified 08/24/1982	3a. Date of Last Report 05/01/1996
				4. FEI Number 59-1319290	Applied For Not Applicable
				5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent 81 Name 400002085614--8 -02/12/97--01099--005 82 Street Address (P.O. Box Number is *****8.75 *****8.75 83 400002085614--8 -02/12/97--01099--006 84 City ****165.00L ****165.00	

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's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DP CHANDLER, SCOTT W FDIC-100 COLNY SQUARE, BOX 68 STE. 2300 ATLANTA GA 30361 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1201 W. Peachtree St., N.E., Suite 1800 Atlanta, GA 30309
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVAS RAY, PATRICIA J FDIC-100 COLNY SQUARE, BOX 68 STE. 2300 ATLANTA GA 30361 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1201 W. Peachtree St., N.E., Suite 1800 Atlanta, GA 30309
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVAS FARRELL, CHARLES P FDIC-100 COLNY SQUARE, BOX 68 STE. 2300 ATLANTA GA 30361 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1201 W. Peachtree St., NE, Suite 1800 Atlanta, GA 30309
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DST ROSSETTI, JOHN P FDIC-100 COLNY SQUARE, BOX 68 STE. 2300 ATLANTA GA 30361 <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 1201 W. Peachtree St., N.E., Suite 1800 Atlanta, GA 30309
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<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:

(404) 817-2571

CR2E034 (9/96)