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Apr 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # H81217

(2)

1. Corporation Name

MADISON BANK, A SAVINGS BANK

Principal Place of Business

35388 US HWY 19 N
PALM HARBOR FL 34684

Mailing Address

35388 US HWY 19 N
PALM HARBOR FL 34684-1916

3. Date Incorporated or Qualified

10/16/1985

3a. Date of Last Report

04/17/1996

2. Principal Place of Business

2a. Mailing Address

21

Suite, Apt. #, etc.

26

Suite, Apt. #, etc.

22

City & State

27

City & State

23

Zip

Country

28

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

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

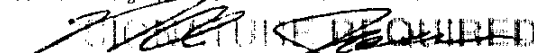
TITLE	V	DELETE
NAME	COVELL, PETER	
STREET ADDRESS	611 PALM DR	
CITY - ST - ZIP	LARGO FL	
TITLE	CD	DELETE
NAME	CUTLER, MELVIN S	
STREET ADDRESS	35388 US HWY 19 N	
CITY - ST - ZIP	PALM HARBOR FL 34684	
TITLE	PD	DELETE
NAME	MCGIVNEY, ROBERT	
STREET ADDRESS	35388 US HWY 19 N	
CITY - ST - ZIP	PALM HARBOR FL 34684	
TITLE	SD	DELETE
NAME	BYRD, BOBBY	
STREET ADDRESS	1 HARBORSIDE	
CITY - ST - ZIP	BELLEAIR FL	
TITLE	D	DELETE
NAME	CANTONIS, GEORGE	
STREET ADDRESS	205 BAYVIEW DR.	
CITY - ST - ZIP	BELLEAIR FL	
TITLE	V	DELETE
NAME	JASON, ROBERT A	
STREET ADDRESS	35388 US 19 N	
CITY - ST - ZIP	PALM HARBOR FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY - ST - ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY - ST - ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY - ST - ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY - ST - ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
6.3 STREET ADDRESS		
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. -- SEE CONTINUATION OF BLK.13 ATTACHED --

SIGNATURE:


SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

(813) 786-5200

Daytime Phone #

CR2E034 (9/96)

CONTINUATION OF BLOCK 13 - ADDITIONS/CHANGES TO OFFICERS & DIRECTORS IN 12:

ADDED OFFICER

TITLE: VICE PRESIDENT
NAME: RATCLIFFE, JACK L.
STREET ADDRESS: 5289 WHITE SAND CIRCLE N.E.
CITY-STATE-ZIP: ST. PETERSBURG, FL 33703

ADDED DIRECTOR

TITLE: DIRECTOR
NAME: WIKLE, PAUL J.
STREET ADDRESS: 33 CENTRAL COURT
CITY-STATE-ZIP: TARPON SPRINGS, FL 34689

DELETE DIRECTOR

TITLE: DIRECTOR
NAME: COTTON, HAROLD N.
STREET ADDRESS: 11 CHILTERN HILL DR. N.
CITY-STATE-ZIP: WORCESTER, MA 01609