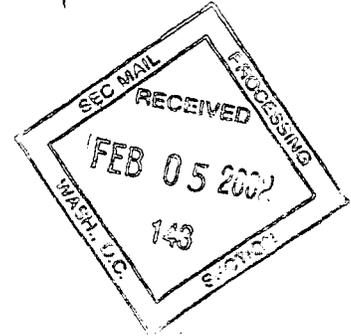


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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549



REPORT OF FOREIGN ISSUER

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of JANUARY, 2002

MADISON ENTERPRISES CORP. (File #0-29250)  
(Translation of registrant's name into English)



Suite 2000, 1055 West Hastings St., Vancouver, B.C. Canada, V6E 2E9  
(Address of principal executive offices)

**Attachments:**

- 1. News Release dated January 24, 2002

Indicate by check mark whether the registrant files or will file annual reports under cover  
Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in  
this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-  
2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in  
connection with Rule 12g3-2(b): 82-\_\_\_\_\_

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has  
duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

MADISON ENTERPRISES CORP.  
(Registrant)

PROCESSED

FEB 13 2002

P THOMSON  
FINANCIAL

Date: February 4, 2002 \_\_\_\_\_

By: \_\_\_\_\_  
James G. Stewart

Its: Corporate Secretary  
(Title)

*m*

January 24, 2002

Trading Symbols: CDNX-MNP  
OTC\BB-MDSEF

**News Release**

**Madison Enterprises Corp. ("Madison")** reports that it has, subject to regulatory approval, agreed to issue a total of 446,861 shares at a deemed price of \$0.10 per share to certain employees and consultants as a result of the reduction of their salaries and hourly rates by 25%. In an effort to reduce costs during the continuing market slump in the junior resource sector, key employees and geological consultants have agreed to reduce the cash portion of their remuneration by 25% and to accept shares of Madison to cover this reduction.

On behalf of the Board of Directors of  
**MADISON ENTERPRISES CORP.**



Chet Idziszek, President