

APPROVED
AND
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97 APR 17 PM 1:33

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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SECRETARY OF STATE TALLAHASSEE, FLORIDA

DOCUMENT # K35552

1. Corporation Name

INCOME SERVICE GROUP, INC.

Principal Place of Business c/o RICHARD SASSI 8750 DORAL BLVD. MIAMI FL 33178-9402

Mailing Address c/o CITIBANK LEGAL DEPT. ONE SANSOME ST. 27TH FLOOR SAN FRANCISCO CA 94104-4448

2. Principal Place of Business 21 c/o Citibank Arizona

2a. Mailing Address 26 Same

3. Date Incorporated or Qualified 11/30/1988

3a. Date of Last Report 04/12/1996

4. FEI Number 65-0079045

5. Certificate of Status Desired [X] \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [] \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [] Yes [X] No

9. Name and Address of Current Registered Agent SASSI, RICHARD M. 8750 DORAL BLVD. MIAMI FL 33178

10. Name and Address of New Registered Agent C T Corporation System 1200 South Pine Island Road Plantation FL 33324

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 doing so with, and accept the obligations of, Section 607.1505, Florida Statutes.

SIGNATURE Anne Diamond ANNE DIAMOND Asst Secy 4/16/97

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

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 included 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: Amy D. Howland AMY D. HOWLAND VP/AS 4-9-97 602/631-4134