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**Mar 06 1997 8:00am
Secretary of State**

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P29558 (4)
1. Corporation Name
MARINE MIDLAND REALTY CREDIT CORPORATION



Principal Place of Business
**1 MARINE MIDLAND CENTER
15TH FLOOR
BUFFALO NY 14203**

Mailing Address
**ONE MARINE MIDLAND CENTER
15TH FLOOR
BUFFALO NY 14203-2842
US**

3. Date Incorporated or Qualified **05/29/1980** 3a. Date of Last Report **02/14/1996**

21. Principal Place of Business	22. Suite, Apt. #, etc.	23. City & State	24. Zip	25. Country	26. Mailing Address	27. Suite, Apt. #, etc.	28. City & State	29. Zip	30. Country	4. FEI Number 16-1370571	Applied For Not Applicable
5. Certificate of Status Desired <input 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 checked="" type="checkbox"/> No											

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM INC. 110 NORTH MAGNOLIA 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						
					85. Zip Code FL						

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: _____ (NOTE: Registered Agent 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	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
	D TOOHEY, PHILIPS S.	1 MARINE MIDLAND CENTER BUFFALO NY 14203					
	CEO HANNAN, W.K., JR.	1 MARINE MIDLAND CENTER BUFFALO NY 14203		2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP
	VP CONYBEARE, CAROLYN E.	1 MARINE MIDLAND CENTER BUFFALO NY 14203		CEO	KARLSSON, LEIF B.	ONE MARINE MIDLAND CENTER BUFFALO, NY 14203	
	EVP ENGEL, ROBERT B.	1 MARINE MIDLAND CENTER BUFFALO NY 14203		3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP
	S BIRMINGHAM, RICHARD C.	1 MARINE MIDLAND CENTER BUFFALO NY 14203		4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP
	AT RICH, RICHARD P.	1 MARINE MIDLAND CENTER BUFFALO NY 14203		5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP
				SD	PHILIP S. TOOHEY	ONE MARINE MIDLAND CENTER BUFFALO NY 14203	
				6.1 TITLE	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.

SIGNATURE: *Richard P. Rich* Date: **2/11/97** 716841253

CR2E034 (9/96)