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May 02 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 # 441990

(9)

1. Corporation Name
THE KEY BANK OF FLORIDA



Principal Place of Business
**3801 WEST WATERS AVENUE
 POST OFFICE DRAWER 151317
 TAMPA FL 33684**

Mailing Address
**KYLE, JERRY M.
 3801 W. WATERS AVENUE
 TAMPA FL 33614-2717
 US**

3. Date Incorporated or Qualified 12/14/1973	3a. Date of Last Report 03/22/1996
4. FEI Number 59-1471760	Applied For <input type="checkbox"/> 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 type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25. Country	30. Country

9. Name and Address of Current Registered Agent

**KYLE, JERRY M.
 3801 W. WATERS AVE.
 TAMPA FL 33614**

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

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 re-registering) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	KYLE, JERRY	
STREET ADDRESS	4308 SOUTHPARK DRIVE	
CITY-ST-ZIP	TAMPA FL 33624	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	KINNEY, JOSIE C.	
STREET ADDRESS	4100 WALLACE AVENUE	
CITY-ST-ZIP	TAMPA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HIRSCH, GAIL R.	
STREET ADDRESS	941 SEDDON COVE WAY	
CITY-ST-ZIP	TAMPA FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	JONES, HILLERY	
STREET ADDRESS	3907 W. KENNEDY BLVD.	
CITY-ST-ZIP	TAMPA FL	
TITLE	EVP	<input type="checkbox"/> DELETE
NAME	DIGNUM, DALE	
STREET ADDRESS	2511 MASON OAKS DRIVE	
CITY-ST-ZIP	VALRICO FL 33594	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	STANTON, WILLIAM	
STREET ADDRESS	8632 BURNING TREE	
CITY-ST-ZIP	SEMINOLE FL 34647	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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.

SIGNATURE _____

April 25, 1997 (813) 933-7851

CR2E034 (9/96)

THE KEY BANK OF FLORIDA
59-1471760
DIRECTOR AND OFFICER LIST
31-Mar-97

TITLE	NAME	ADDRESS	CITY & STATE	ZIP
D/S/T	Gail Hirsch	941 Seddon Cove Way	Tampa, FL	33602-5705
D	Lester Hirsch	941 Seddon Cove Way	Tampa, FL	33602-5705
D	Hillery Jones	2304 Lila Lane	Tampa, FL	33609
D	Jack Mezrah	2708 Azeele	Tampa, FL	33609-4198
D/C	James C. Ross	606 S. Riverhills Drive	Temple Terrace, FL	33617
D	Sexton Valenti	503 Nantucket	Temple Terrace, FL	33617-3839

THE KEY BANK OF FLORIDA
59-1471760
OFFICER LIST
31-Mar-97

TITLE	NAME	ADDRESS	CITY & STATE	ZIP
P	Jerry M. Kyle	4306 Southpark Drive	Tampa, FL	33624
EVP	Dale R. Dignum	2511 Mason Oaks Drive	Valrico, FL	33594
SVP	William V. Stanton	8632 Burning Tree	Seminole, FL	34647
VP	Josie C. Kinney	4100 Wallace	Tampa, FL	33611
A/Cash	Julie Fullwood	16116 Chastain Drive	Odessa, FL	33556
Credit Off.	Audrey Hirst	13104 A National Drive	Tampa, FL	33617