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FILED

**May 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 # 573167

1. Corporation Name

CITIBANK MORTGGE SERVICES, INC.

Pg 1 of 2

Principal Place of Business: **c/o Citibank Legal Dept. 500 W. Madison St. 8th Floor Chicago, IL 60661**

Mailing Address: **c/o Citibank 8750 Doral Blvd. Miami, Florida 33178**

2. Principal Place of Business: 21 State, Apt. #, etc.: 22 City & State: 23 Zip: 24 Country: 25

2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

3. Date incorporated or Qualified: **5/23/1978**

3a. Date of Last Report

4. FEI Number: **59-1830297**

Applied For: Not Applicable

5. Certificate of Status Desired: **\$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 No

9. Name and Address of Current Registered Agent

**Rick Sassi
c/o Citibank
8750 Doral Blvd.
Miami, Florida 33178**

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 607.0402 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: Rick Sassi (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE: **D/VP** NAME: **Eisenberg, Fred A.** DELETE
STREET ADDRESS: **8750 Doral Blvd**
CITY-STATE-ZIP: **Miami, Florida 33178**

TITLE: **D** NAME: **Titely, Jo-Ann Barr** DELETE
STREET ADDRESS: **8750 Doral Blvd.**
CITY-STATE-ZIP: **Miami, Florida 33178**

TITLE: **CEO** NAME: **Palomares, Carlos** DELETE
STREET ADDRESS: **8750 Doral Blvd.**
CITY-STATE-ZIP: **Miami, Florida 33178**

TITLE: **VP** NAME: **Acton, Thomas F.** DELETE
STREET ADDRESS: **8750 Doral Blvd.**
CITY-STATE-ZIP: **Miami, Florida 33178**

TITLE: **VP** NAME: **Schein, Barry S.** DELETE
STREET ADDRESS: **8750 Doral Blvd.**
CITY-STATE-ZIP: **Miami, Florida 33178**

TITLE: **S** NAME: **Lock, Dale C.** DELETE
STREET ADDRESS: **One Sansome Street, 27th Fl.**
CITY-STATE-ZIP: **San Francisco, CA 94104**

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE: Change Addition

12 NAME

13 STREET ADDRESS

14 CITY-STATE-ZIP

21 TITLE: Change Addition

22 NAME

23 STREET ADDRESS

24 CITY-STATE-ZIP

31 TITLE: Change Addition

32 NAME

33 STREET ADDRESS

34 CITY-STATE-ZIP

41 TITLE: Change Addition

42 NAME

43 STREET ADDRESS

44 CITY-STATE-ZIP

51 TITLE: Change Addition

52 NAME: **500002171515**

53 STREET ADDRESS: **-05/08/97--01099--007**

54 CITY-STATE-ZIP: *****165.00**

61 TITLE: Change Addition

62 NAME

63 STREET ADDRESS

(CONTINUED ON ATTACHED PAGE)

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: [Signature] DATE: 4/29/97 DAYTIME PHONE #: 305 599-5405

CR2E034 (9/96)

CS 5/16/97

BLOCK 12 - CONTINUED

CITIBANK MORTGAGE SERVICES, INC.
DOCUMENT #573167

Pg 2 of 2

Title: AS
Name: Zuckerman, Richard M.
Street
Address: 800 Silver Lake Blvd.
Dover, Delaware 19901

Title AS
Name: Sassi, Richard M. -----DELETE
Street
Address: 8750 Doral Blvd.
Miami, Florida 94104