

**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**May 28 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



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

**DOCUMENT #** 856924  
 1. Corporation Name: Citicorp Services Inc.

Principal Place of Business: CT Corporation System, 8430 West Bryn Mawr, 8th Floor, Chicago, IL 60631  
 Mailing Address: 8430 West Bryn Mawr, Chicago, IL 60631

DO NOT WRITE IN THIS SPACE  
 3. Date Incorporated or Qualified: 6/28/83

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

4. FEI Number: 13-6190676 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 owes or has paid the current year Intangible Personal Property Tax due June 30: [X] Yes [ ] No

9. Name and Address of Current Registered Agent: CT Corporation System, 1200 S. Pine Island Road, Plantation, FL 33324

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: [Signature] (NOTE: Registered Agent's signature required when registering) DATE:

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	President	1.1 TITLE	[ ] Change [ ] Addition
NAME	Mark E. MacKenzie	1.2 NAME	
STREET ADDRESS	8430 W. Bryn Mawr	1.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60631	1.4 CITY-ST-ZIP	
TITLE	VP/CFO	2.1 TITLE	[ ] Change [ ] Addition
NAME	Phil Phistry	2.2 NAME	
STREET ADDRESS	8430 W. Bryn Mawr	2.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60631	2.4 CITY-ST-ZIP	
TITLE	VP/Secretary and General Counsel	3.1 TITLE	[ ] Change [ ] Addition
NAME	Loren Karnick	3.2 NAME	
STREET ADDRESS	8430 W. Bryn Mawr	3.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60631	3.4 CITY-ST-ZIP	
TITLE	VP/Assistant Secretary	4.1 TITLE	[ ] Change [ ] Addition
NAME	Brian Kibble-Smith	4.2 NAME	
STREET ADDRESS	8430 W. Bryn Mawr	4.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60631	4.4 CITY-ST-ZIP	
TITLE	Treasurer	5.1 TITLE	[ ] Change [ ] Addition
NAME	Paul Unger	5.2 NAME	
STREET ADDRESS	6700 Citicorp Drive	5.3 STREET ADDRESS	
CITY-ST-ZIP	Tampa, FL 33619	5.4 CITY-ST-ZIP	
TITLE	Chairman and CEO	6.1 TITLE	[ ] Change [ ] Addition
NAME	Robert A. Fader	6.2 NAME	
STREET ADDRESS	8430 W. Bryn Mawr	6.3 STREET ADDRESS	
CITY-ST-ZIP	Chicago, IL 60631	6.4 CITY-ST-ZIP	

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 \*\*\*150.00

See attached for additional Directors.

14. I 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 attached sheet with an address.

SIGNATURE: Loren Karnick  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: [Signature] 4/29/98 773-3805712

CR2E034 (10/97)

## CITICORP SERVICES INC.

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### DIRECTORS

<u>NAME</u>	<u>OFFICE OR RELATIONSHIP</u>	<u>PLACE OF BUSINESS</u>
Robert A. Fader	Chairman and CEO	8430 West Bryn Mawr Chicago, IL 60631
Mark E. MacKenzie	President	8430 West Bryn Mawr Chicago, IL 60631
Rick McKinney	Director Customer Service	8430 W. Bryn Mawr Chicago, IL 60631
Brian Claire	Director EBT Operations	8430 W. Bryn Mawr Chicago, IL 60631
Ed Koslow	Director Technical Services	6700 Citicorp Drive Tampa, FL 33619

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### PRINCIPAL OFFICERS

<u>NAME</u>	<u>OFFICE OR RELATIONSHIP</u>	<u>PLACE OF BUSINESS</u>
Mark E. MacKenzie	President	8430 West Bryn Mawr Chicago, IL 60631
Phil Phistry	Vice President and Chief Financial Officer	8430 West Bryn Mawr Chicago, IL 60631
Loren Karnick	Vice President, Secretary and General Counsel	8430 West Bryn Mawr Chicago, IL 60631
Brian Kibble-Smith	Vice President, Assistant Secretary	8430 West Bryn Mawr Chicago, IL 60631
Paul Unger	Vice President, Treasurer	6700 Citicorp Drive Tampa, FL 33619

[04/15/98]