

Document Number Only

F920000005916

FILED
99 MAY 11 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

660 East Jefferson Street
Requestor's Name
Tallahassee, Florida 32301
Address
(850) 222-1092
City State Zip Phone

700002820247--4
-03/26/99--01094--003
*****35.00 *****35.00
700002820247--4
-03/26/99--01094--004
*****8.75 *****8.75

CORPORATION(S) NAME

Travelers Group Inc
changing to:
Citigroup Inc
Name
Change
Amend

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1
- CUS
- After 4:30
- Pick Up

DIVISION OF CORPORATION
99 MAR 25 AM 11:53
UCC-1

Name	ADR
Availability	5/11/99
Document Examiner	ADR
Updater	ADR
Verifier	ADR
Acknowledgment	ADR
W.P. Verifier	ADR

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie ☺

MAR 26

X00789, 02546, 00672



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 26, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: TRAVELERS GROUP INC.
Ref. Number: F92000000596

We have received your document for TRAVELERS GROUP INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

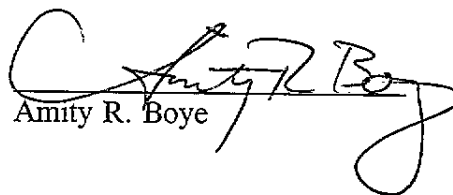
Annette Ramsey
Corporate Specialist

Letter Number: 499A00015390

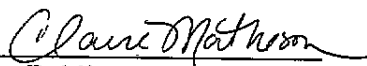
AFFIDAVIT OF AMITY R. BOYE

AMITY R. BOYE, being duly sworn, deposes and says:

1. I am the sole incorporator of Citigroup Inc., a Florida corporation and Citigroup International Inc., also a Florida corporation.
2. I incorporated Citigroup Inc. and Citigroup International Inc. on behalf of Citicorp in connection with their merger with Travelers Group, Inc., acting as a legal assistant of Shearman & Sterling, the law firm that represented Citicorp in the above mentioned transaction.
3. I have no intention of revoking the dissolution of Citigroup Inc. nor Citigroup International Inc.
4. I do not intend to use the name "Citigroup" for any future purposes.
5. I wish to release all claims of the name "Citigroup" to Travelers Group Inc., a Delaware corporation qualified in Florida.


Amity R. Boye

Sworn to before me this
29th day of April, 1999


Notary Public

CLAIRE MATHESON
Notary Public, State of New York
No. 01MA6013633
Qualified in Manhattan County
Commission Expires September 21, 2000

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
99 MAY 11 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Travelers Group Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 12/10/92

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

10/8/98

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Citigroup Inc.

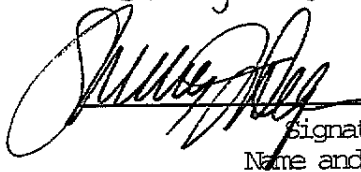
6. If the amendment changes the period of duration, indicate new period of duration.

Not changed

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Not changed

Shelley J. Droopkin


Signature
Name and Title

Assistant
Secretary

3/12/99

Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TRAVELERS GROUP INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CITIGROUP INC.", THE EIGHTH DAY OF OCTOBER, A.D. 1998, AT 8:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

2154254 8320

991115053



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

9647484

AUTHENTICATION:

03-24-99

DATE: