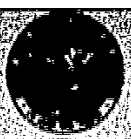


**CORPORATION ANNUAL REPORT 1995**



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

95 APR 20 AM 9:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DOCUMENT # F94000002939 (6)**

1. Corporation Name  
**CITIBANK SERVICE CORPORATION**

Principal Place of Business: **ONE SANSOME STREET, 24TH FLOOR SAN FRANCISCO CA 94104**  
Mailing Address: **ONE SANSOME STREET, 24TH FLOOR SAN FRANCISCO CA 94104**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **06/06/1994**  
3a. Date of Last Report: **N/A**

2. Principal Place of Business  
21. **One Sansome Street**  
22. Suite, Apt. #, etc: **27th Floor**  
23. City & State: **San Francisco, CA**  
24. Zip: **94104**  
25. Country: **USA**  
26. Mailing Address: **c/o Citibank Legal Dept.**  
27. Suite, Apt. #, etc: **One Sansome Street, 27th Floor**  
28. City & State: **San Francisco, CA**  
29. Zip: **94104**  
30. Country: **USA**

4. FEI Number: **94-1693339**  
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**  
6. This corporation has liability for intangible tax under S. 199.002, Florida Statutes:  Yes  No

9. Name and Address of Current Registered Agent  
**C T CORPORATION SYSTEM  
1200 SOUTH 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: **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: \_\_\_\_\_ (Signature of current agent and the filer) \_\_\_\_\_ (Signature of Registered Agent, if other than filer) \_\_\_\_\_ (Date)

12. OFFICERS AND DIRECTORS	
TITLE: <b>PD</b>	<b>KENT, ROGER W 200 INTERNATIONAL CIRCLE, 5TH FLOOR HUNT VALLEY MD 21030</b>
TITLE: <b>V</b>	<b>GRUWELL, ROBERT 500 W. MADISON CHICAGO IL 60661</b>
TITLE: <b>CFOD</b>	<b>FEELL, ANTHONY Z 500 W. MADISON CHICAGO IL 60661</b>
TITLE: <b>TD</b>	<b>DAVIS, JOHN T 200 INTERNATIONAL CIRCLE, 5TH FLOOR HUNT VALLEY MD 21030</b>
TITLE: <b>S</b>	<b>LOCK, DALE C ONE SANSOME STREET, 24TH FLOOR SAN FRANCISCO CA 94104</b>
TITLE: <b>AS</b>	<b>MILES, ALAN L ONE SANSOME STREET, 24TH FLOOR SAN FRANCISCO CA 94104</b>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1. TITLE: <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
1.2 NAME	
1.3 STREET ADDRESS	<b>500 W. Madison Street Chicago, IL 60661</b>
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	<b>Treasurer Patrick A. Morgan 500 W. Madison Street Chicago, IL 60661</b>
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY, ST, ZIP	
5.1 TITLE: <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
5.2 NAME	
5.3 STREET ADDRESS	<b>One Sansome Street, 27th Floor</b>
5.4 CITY, ST, ZIP	
6.1 TITLE: <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition	
6.2 NAME	
6.3 STREET ADDRESS	<b>One Sansome Street, 27th Floor</b>
6.4 CITY, ST, ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), 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 807, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **Alan L. Miles** 1/18/95 (415) 627-6454