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FILED
Jan 17 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # G09182 (8)

1. Corporation Name
CITI-BANCSHARES, INC.



Principal Place of Business % HUGH A BRYSON 1211 NORTH BLVD WEST LEESBURG FL 34748	Mailing Address P O BOX 490047 1211 NORTH BLVD WEST LEESBURG FL 34749-0047 US
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3. Date Incorporated or Qualified 11/19/1982	3a. Date of Last Report 05/01/1996
4. FEI Number 59-2298308	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 21 1211 N. Blvd. W. Suite, Apt. #, etc. 22 Leesburg, FL City & State 23 Zip 34748 Country Lake	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 34748 Country Lake
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9. Name and Address of Current Registered Agent

MULLIS, KEN W
1211 NORTH BLVD WEST
LEESBURG FL 34748

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 607.0502 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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DC	<input type="checkbox"/> DELETE
NAME	BRIDGES, CLIFTON, L	
STREET ADDRESS	6525 SUNNYSIDE DR	
CITY - ST - ZIP	LEESBURG FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	GRIZZARD, THOMAS N.	
STREET ADDRESS	910 BELLE OAK	
CITY - ST - ZIP	LEESBURG FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BROOKS, THOMAS	
STREET ADDRESS	416 BROOKS LANE	
CITY - ST - ZIP	LEESBURG FL	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	MULLIS, KENNETH	
STREET ADDRESS	34215 PARK LANE	
CITY - ST - ZIP	LEESBURG FL	
TITLE	S	<input type="checkbox"/> DELETE
NAME	KILLINGSWORTH, T. MICHAEL	
STREET ADDRESS	122 NORT 7TH STREET	
CITY - ST - ZIP	LEESBURG FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

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: *T. Michael Killingsworth* **T. Michael Killingsworth**
 1-10-97 (352)-787-5111
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

DIRECTORS CONTINUED

D	Douglas W. Braun	6575 S. Synnyside Dr.	Leesburg, FL
D	William F. Herlong, Jr.	1010 Shore Acres Dr.	Leesburg, FL
D	Wendell F. Husebo	9481 Silver Lake Dr.	Leesburg, FL
D	Walter S. McLin, III	5415 Banana Point Dr.	Okahumpka, FL
D	Bobby A. Sullivan	2510 N. Griffin Dr.	Leesburg, FL
D	Terry Trexler	2004 S.E. 11th St.	Ocala, FL
D	Ferrell D. Young	2331 E. Hilltop St.	Fruitland Park, FL