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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # K19693
1. Corporation Name
CITIBANK COMMERCIAL PROPERTIES, INC.

Principal Place of Business Mailing Address
c/o RICHARD SASSI c/o CITIBANK LEGAL DEPT.
8750 DORAL BLVD. ONE SANSOME ST. 27TH FLOOR
MIAMI FL 33178-9402 SAN FRANCISCO CA 94104-4448

2. Principal Place of business 2a. Mailing Address
21 c/o Citibank Arizona 26 Same
Suite, Apt. #, etc. Suite, Apt. #, etc.
22 4041 N. Central Ave. 3rd Fl. 27
City & State City & State
23 Phoenix, Arizona 28
Zip Country Zip Country
24 85012 25 USA 29 30

3. Date Incorporated or Qualified 03/30/1988 3a. Date of Last Report 04/12/1996
4. FEI Number 65-0046057 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
SASSI, RICHARD M.
8750 DORAL BLVD.
MIAMI FL 33178

10. Name and Address of New Registered Agent
81 Name CT Corporation System
82 Street Address (P.O. Box Number is Not Acceptable) 1200 South Pine Island Road
83
84 City Plantation FL 85 Zip Code 33324

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 *Anne Diamond* Anne Diamond Asst. Secy. 4/16/97 DATE

12. OFFICERS AND DIRECTORS

TITLE	P	<input checked="" type="checkbox"/> DELETE
NAME	MCAUSLAN, ROBERT	
STREET ADDRESS	4041 N. CENTRAL AVE. 3RD FLOOR	
CITY-ST-ZIP	PHOENIX, AZ 85012	
TITLE	VA	<input checked="" type="checkbox"/> DELETE
NAME	SASSI, RICHARD	
STREET ADDRESS	8750 DORAL BLVD.	
CITY-ST-ZIP	MIAMI FL 33178	
TITLE	S	<input type="checkbox"/> DELETE
NAME	LOCK, DALE C.	
STREET ADDRESS	ONE SANSOME STREET 27TH FLOOR	
CITY-ST-ZIP	SAN FRANCISCO CA 94104-4448	
TITLE	V/AS	<input type="checkbox"/> DELETE
NAME	HOWLAND, AMY D.	
STREET ADDRESS	4041 N. CENTRAL AVE. 3RD FLOOR	
CITY-ST-ZIP	PHOENIX, AZ 85012	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	EMERY, EDWARD J.	
13 STREET ADDRESS	4041 N. CENTRAL AVE. 3RD FLOOR	
14 CITY-ST-ZIP	PHOENIX, AZ 85012	
21 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	200002146412-6	
23 STREET ADDRESS	-04/17/97--01046--024	
24 CITY-ST-ZIP	****173.75 ****173.75	
31 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	<i>A. Alan</i>	
43 STREET ADDRESS	<i>4/17/97</i>	
44 CITY-ST-ZIP		
51 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
52 NAME	DILLIAM, KATHERINE A.	
53 STREET ADDRESS	4041 N CENTRAL AVE. 3RD FLOOR	
54 CITY-ST-ZIP	PHOENIX, AZ 85012	
61 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	TEICHGRAEBER, THOMAS G.	
63 STREET ADDRESS	500 W. MADISON STREET, 7TH FLOOR	
64 CITY-ST-ZIP	CHICAGO, IL 60661	

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 on Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Amy D. Howland* AMY D. HOWLAND VP/AS 4-9-97 602/631-4134 DATE

CR2E034 (9/96)