



**Citizens
Community
Bancorp, Inc.**

P97000028054

November 25, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed please find 3 statements of change of registered agent for the following corporations:

Citizens Financial Corporation
Citizens Community Bank of Florida
Citizens Community Mortgage Corporation

Also enclosed is a check in the amount of \$105.00 for filing fees. If you have any questions, please do not hesitate to call. Thank you.

Very truly yours,

Martina L. Hayward

Martina L. Hayward
Administrative Asst.

Enclosures

*RIA change
12-9-98
DMS*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Citizens Financial Corp.

2. The mailing address of the corporation is: 650 East Elcam Circle
Marco Island, FL 34145

3. Date of incorporation/qualification: 3/27/97 Document number: P97000028054

4. The name and address of the current registered agent and office:

Igler & Dougherty, P.A.

1501 Park Avenue East

Tallahassee, FL 32301

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

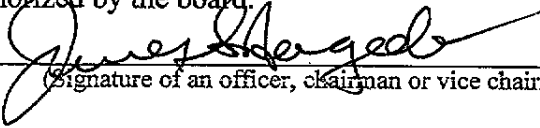
Bruce G. Fedor

650 East Elcam Circle

Marco Island, FL 34145

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

November 18, 1998
(Date)

James S. Hagedorn, Chairman

(Printed or typed name and title)

November 18, 1998
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

November 18, 1998
(Date)

If signing on behalf of an entity:

Bruce G. Fedor

(Typed or Printed Name)

(Capacity)

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