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**May 06 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 573167

1. Corporation Name

CITIBANK MORTGGE SERVICES, INC.

Pg 1 of 2

Principal Place of Business: **c/o Citibank Legal Dept. 500 W. Madison St. 8th Floor Chicago, IL 60661**

Mailing Address: **c/o Citibank 8750 Doral Blvd. Miami, Florida 33178**

21	2. Principal Place of Business	26	2a. Mailing Address
22	Suite, Apt. #, etc.	27	Suite, Apt. #, etc.
23	City & State	28	City & State
24	Zip	29	Zip
25	Country	30	Country

3. Date Incorporated or Qualified	3a. Date of Last Report
5/23/1978	
4. FEI Number	Applied For
59-1830297	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent

Rick Sassi
c/o Citibank
8750 Doral Blvd.
Miami, Florida 33178

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 607.0402 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: Rick Sassi (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE: D/VP	NAME: Eisenberg, Fred A.	DELETED: <input type="checkbox"/>
STREET ADDRESS:	8750 Doral Blvd	
CITY-STATE-ZIP:	Miami, Florida 33178	
TITLE: D	NAME: Titley, Jo-Ann Barr	DELETED: <input type="checkbox"/>
STREET ADDRESS:	8750 Doral Blvd.	
CITY-STATE-ZIP:	Miami, Florida 33178	
TITLE: CEO	NAME: Palomares, Carlos	DELETED: <input type="checkbox"/>
STREET ADDRESS:	8750 Doral Blvd.	
CITY-STATE-ZIP:	Miami, Florida 33178	
TITLE: VP	NAME: Acton, Thomas F.	DELETED: <input type="checkbox"/>
STREET ADDRESS:	8750 Doral Blvd.	
CITY-STATE-ZIP:	Miami, Florida 33178	
TITLE: VP	NAME: Schein, Barry S.	DELETED: <input type="checkbox"/>
STREET ADDRESS:	8750 Doral Blvd.	
CITY-STATE-ZIP:	Miami, Florida 33178	
TITLE: S	NAME: Lock, Dale C.	DELETED: <input type="checkbox"/>
STREET ADDRESS:	One Sansome Street, 27th Fl.	
CITY-STATE-ZIP:	San Francisco, CA 94104	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11	TITLE	Change: <input type="checkbox"/> Addition: <input type="checkbox"/>
12	NAME	
13	STREET ADDRESS	
14	CITY-STATE-ZIP	
21	TITLE	Change: <input type="checkbox"/> Addition: <input type="checkbox"/>
22	NAME	
23	STREET ADDRESS	
24	CITY-STATE-ZIP	
31	TITLE	Change: <input type="checkbox"/> Addition: <input type="checkbox"/>
32	NAME	
33	STREET ADDRESS	
34	CITY-STATE-ZIP	
41	TITLE	Change: <input type="checkbox"/> Addition: <input type="checkbox"/>
42	NAME	
43	STREET ADDRESS	
44	CITY-STATE-ZIP	
51	TITLE	Change: <input type="checkbox"/> Addition: <input type="checkbox"/>
52	NAME	
53	STREET ADDRESS	
54	CITY-STATE-ZIP	
61	TITLE	Change: <input type="checkbox"/> Addition: <input type="checkbox"/>
62	NAME	
63	STREET ADDRESS	

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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:  DATE: 4/29/97 DAYTIME PHONE #: 305 599-5405

(CONTINUED ON ATTACHED PAGE)

CR2E034 (9/96)

BLOCK 12 - CONTINUED

CITIBANK MORTGAGE SERVICES, INC.
DOCUMENT #573167

Pg 2 of 2

Title: AS
Name: Zuckerman, Richard M.
Street
Address: 800 Silver Lake Blvd.
Dover, Delaware 19901

Title AS
Name: Sassi, Richard M. -----DELETE
Street
Address: 8750 Doral Blvd.
Miami, Florida 94104