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Apr 29 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 598450 (5)
1. Corporation Name
HOLDING CAPITAL GROUP INC.



Principal Place of Business 104 CRANDON BLVD SUITE 419 KEY BISCAYNE FL 33149 US	Mailing Address 104 CRANDON BLVD SUITE #419 KEY BISCAYNE FL 33149 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 12/26/1978	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 13-2964405	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent GALAN, MARIA J. 104 CRANDON BLVD #419 KEY BISCAYNE FL 33149		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, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	PD
NAME	DONAGHY, JAMES W	1.2 NAME	Donaghy, James W
STREET ADDRESS	104 CRANDON BLVD #419	1.3 STREET ADDRESS	7 Ridgewood Drive
CITY - ST - ZIP	KEY BISCAYNE FL	1.4 CITY - ST - ZIP	Bridgewater, CT
TITLE	VP	2.1 TITLE	
NAME	HEALY, TIMOTHY F.	2.2 NAME	
STREET ADDRESS	171 ACACONAS RD	2.3 STREET ADDRESS	
CITY - ST - ZIP	EAST HAMPTON NY	2.4 CITY - ST - ZIP	
TITLE	AS	3.1 TITLE	
NAME	DENIS, LYNNE	3.2 NAME	
STREET ADDRESS	885 FIFTH AVE - 11TH FL	3.3 STREET ADDRESS	10 East 53rd Street, 30th Floor
CITY - ST - ZIP	NEW YORK NY	3.4 CITY - ST - ZIP	
TITLE		4.1 TITLE	VSB
NAME	LEISCHNER, STEVEN	4.2 NAME	
STREET ADDRESS	1979 DOGWOOD DR.	4.3 STREET ADDRESS	
CITY - ST - ZIP	WESTFIELD NJ	4.4 CITY - ST - ZIP	
TITLE		5.1 TITLE	CD
NAME		5.2 NAME	Spencer, S.A.
STREET ADDRESS		5.3 STREET ADDRESS	251 Crandon Blvd., #164
CITY - ST - ZIP		5.4 CITY - ST - ZIP	Key Biscayne, FL
TITLE		6.1 TITLE	AS
NAME		6.2 NAME	Cipullo, Diane R
STREET ADDRESS		6.3 STREET ADDRESS	7 Ridgewood Drive
CITY - ST - ZIP		6.4 CITY - ST - ZIP	Bridgewater, CT

14. I 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:  James W. Donaghy - 4/23/98 (305) 361-8864
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0213474

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