

FILE NOW: FILING FEE AFTER MAY 1ST IS: \$550.00

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Apr 27, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 598450

1. Corporation Name
HOLDING CAPITAL GROUP INC.



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

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

3. Date Incorporated or Qualified 12/26/1978	
4. FEI Number 13-2964405	Applied For 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 owes the current year Intangible Personal Property Tax.	<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 BISCAIYNE FL 33149~~

10. Name and Address of New Registered Agent

81 Name	Myrna Soto
82 Street Address (P.O. Box Number is Not Acceptable)	104 Crandon Blvd.
83	Room 419
84 City	Key Biscayne FL
85 Zip Code	33149

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: Myrna Soto DATE: 4-23-99

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	DONAGHY, JAMES W	
STREET ADDRESS	7 RIDGEWOOD DRIVE	
CITY-ST-ZIP	BRIDGEWATER CT	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	HEALY, TIMOTHY F.	
STREET ADDRESS	171 ACCABONAC RD	
CITY-ST-ZIP	EAST HAMPTON NY	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	DENIS, LYNNE	
STREET ADDRESS	10 EAST 53RD STREET, 30TH FLOOR	
CITY-ST-ZIP	NEW YORK NY	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	LEISCHNER, STEVEN	
STREET ADDRESS	1979 DOGWOOD DR.	
CITY-ST-ZIP	WESTFIELD NJ	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	SPENCER, S.A.	
STREET ADDRESS	251 CRANDON BLVD., #164	
CITY-ST-ZIP	KEY BISCAIYNE FL	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	CIPULLY, DIANE R.	
STREET ADDRESS	7 RIDGEWOOD DRIVE	
CITY-ST-ZIP	BRIDGEWATER CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	Bridgewater, CT 06752
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	New York, NY 10022
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	Scotch Plains, NJ 07076
4.4 CITY-ST-ZIP	
5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	New York, NY 10022
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	Bridgewater, CT 06752

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(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 307, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Steven Leischer - Steven Leischer DATE: 4/16/99 (305) 361-8864

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)