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**Mar 04 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 # F95000005000 (3)

1. Corporation Name
MERCURY CAPITAL CORP.



Principal Place of Business
**317 MADISON AVE #1100
NEW YORK NY 10017**

Mailing Address
**317 MADISON AVE #1100
NEW YORK NY 10017-5201**

3. Date Incorporated or Qualified
10/13/1995

3a. Date of Last Report
03/20/1996

2. Principal Place of Business
21 Suite, Apt. #, etc.

2a. Mailing Address
26 Suite, Apt. #, etc.

4. FEI Number
11-2928060

Applied For
Not Applicable

22 City & State

27 City & State

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

23 Zip Country

28 Zip Country

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

24

29 30

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent

**BENNETT, JOSH N ESO
200 S BISCAYNE BLVD #1050
MIAMI FL 33131**

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** 85 Zip Code

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.

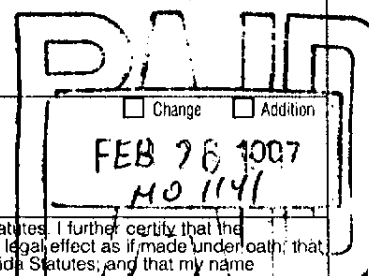
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	<input type="checkbox"/> DELETE
NAME	DCPV MESH, JEFFREY
STREET ADDRESS	317 MADISON AVE #1100
CITY-ST-ZIP	NEW YORK NY 10017
TITLE	<input type="checkbox"/> DELETE
NAME	DCST GLEITMAN, MARC P
STREET ADDRESS	317 MADISON AVE #1100
CITY-ST-ZIP	NEW YORK NY 10017
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
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 type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	



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: *Jeffrey Meshel* **JEFFREY MESH** *2/26/97* *212-661-8200*
SIGNATURE AND PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)