

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

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**Jun 16 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morikam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P93000057486 (1)
1. Corporation Name
ALLIANCE CAPITAL FACTORING GROUP, INC.



Principal Place of Business 2300 GLADES RD. #200 WEST BOCA RATON FL 33433 US 33431-7386	Mailing Address 2300 GLADES RD. #200 WEST BOCA RATON FL 33431-7386 US
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3. Date Incorporated or Qualified 08/09/1993	3a. Date of Last Report 05/24/1996
4. FEI Number 65-0447527	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

g. Name and Address of Current Registered Agent

**CONLON, JO ANNE M
2300 GLADES RD.
200 WEST
BOCA RATON FL**

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

TITLE	PD	<input type="checkbox"/> DELETE
NAME	ELLIOTT, MELTON	
STREET ADDRESS	22075 LAS BRISAS CIR., #310	
CITY-ST-ZIP	BOCA RATON FL 33433	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	CONLON, JO ANNE M	
STREET ADDRESS	7529 SAN MATEO DRIVE	
CITY-ST-ZIP	BOCA RATON FL 33433	
TITLE	SD	<input checked="" type="checkbox"/> DELETE
NAME	WOLF, VERA E	
STREET ADDRESS	22075 LAS BRISAS CIR., #310	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	CONLON, RICHARD O	
STREET ADDRESS	7529 SAN MATEO DRIVE	
CITY-ST-ZIP	BOCA RATON FL 33433	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	SECRETARY - DIRECTOR	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	MELTON ELLIOTT	
1.3 STREET ADDRESS	22075 LAS BRISAS CIR., #310	
1.4 CITY-ST-ZIP	BOCA RATON, FL 33433	
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 in an attachment with an address.

CR2E034 (9/96)