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Apr 01 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 # P94000032586 (7)

1. Corporation Name
CAPITAL FACTORS HOLDING, INC.



Principal Place of Business
**1799 W. OAKLAND PARK BLVD.
 C/O MICHAEL G. LEVINE
 FT. LAUDERDALE FL 33311**

Mailing Address
**1799 W. OAKLAND PARK BLVD.
 C/O MICHAEL G. LEVINE
 FT. LAUDERDALE FL 33311-1537**

3. Date Incorporated or Qualified **04/29/1994** 3a. Date of Last Report **06/21/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 58-1565319		Applied For <input type="checkbox"/> Not Applicable	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Zip		28 Zip		29 Country		30 Country	
24		25		29		30	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
LEVINE, MICHAEL G 1799 W. OAKLAND PARK BLVD. FT. LAUDERDALE FL 33311				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	C	<input type="checkbox"/> DELETE	1.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOLTZ, JAVIER		1.2 NAME	Oshry, Harold	
STREET ADDRESS	94 LA GORCE CIRCLE		1.3 STREET ADDRESS	1799 W. Oakland Pk. Blvd.	
CITY - ST - ZIP	MIAMI BCH FL		1.4 CITY - ST - ZIP	Ft. Lauderdale, FL 33311	
TITLE	PD	<input type="checkbox"/> DELETE	2.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KIEFER, JOHN		2.2 NAME	Chase, Ronald	
STREET ADDRESS	2715 NE 15TH ST		2.3 STREET ADDRESS	4523 S.W. 64 Ave.	
CITY - ST - ZIP	FT LADUERDALE FL		2.4 CITY - ST - ZIP	Miami, FL	
TITLE	T	<input type="checkbox"/> DELETE	3.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCDERMOTT		3.2 NAME	Raiffe, Bruce	
STREET ADDRESS	1799 W OAKLAND PARK BLVD		3.3 STREET ADDRESS	GUND-Runyons Lane	
CITY - ST - ZIP	OAKLAND PARK FL		3.4 CITY - ST - ZIP	Edison, NJ 08817	
TITLE	D	<input type="checkbox"/> DELETE	4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOLTZ, DANIEL		4.2 NAME	Listanowsky, Jack	
STREET ADDRESS	3545 ANCHORAGE WAY		4.3 STREET ADDRESS	3 Limited Parkway	
CITY - ST - ZIP	COCONUT GROVE FL		4.4 CITY - ST - ZIP	Gahanna, OH 43230	
TITLE	S	<input type="checkbox"/> DELETE	5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KISH, TIMOTHY		5.2 NAME	Einspruch, Norman	
STREET ADDRESS	12100 MOSS RANCH RD		5.3 STREET ADDRESS	1251 Memorial Dr., Ste. 268	
CITY - ST - ZIP	MIAMI FL		5.4 CITY - ST - ZIP	Coral Gables, FL 33146	
TITLE	D	<input type="checkbox"/> DELETE	6.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ASHMAN, STEPHEN		6.2 NAME	Cohen, Cynthia	
STREET ADDRESS	2540 MASSACHUSETTS AVE NW		6.3 STREET ADDRESS	1001 S. Bayshore Drive, Ste. 1806	
CITY - ST - ZIP	WASHINGTON DC		6.4 CITY - ST - ZIP	Miami, FL 33131	

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: *Dennis A. M. Smith* _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date _____ Daytime Phone # _____

CR2E034 (9/96)