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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90004 042 ***150.00

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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 # P94000032586

1. Corporation Name
CAPITAL FACTORS HOLDING, INC.



Principal Place of Business 120 E PALMETTO PARK RD 5TH FLOOR BOCA RATON FL 33432 US	Mailing Address 120 E PALMETTO PARK RD 5TH FLOOR BOCA RATON FL 33432 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	3. Date Incorporated or Qualified 04/29/1994	4. FEI Number 58-1565319	Applied For Not Applicable
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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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

LEVINE, MICHAEL G
1799 W. OAKLAND PARK BLVD.
FT. LAUDERDALE FL 33311

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	D <input checked="" type="checkbox"/> DELETE
NAME	OSHRY, HAROLD
STREET ADDRESS	1799 W. OAKLAND PK. BLVD.
CITY-ST-ZIP	FT. LAUDERDALE FL
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	CHASE, RONALD
STREET ADDRESS	4523 SW 64TH AVE.
CITY-ST-ZIP	MIAMI FL
TITLE	T <input type="checkbox"/> DELETE
NAME	MCDERMOTT,
STREET ADDRESS	1799 W. OAKLAND PARK BLVD.
CITY-ST-ZIP	FT. LAUDERDALE FL 33311
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	LISTANOWSKY, JACK
STREET ADDRESS	3 LIMITED PARKWAY
CITY-ST-ZIP	GAHANNA OH
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	EINSBRUCH, NORMA
STREET ADDRESS	1251 MEMORIAL DR., STE 268
CITY-ST-ZIP	CORAL GABLES FL
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	COHEN, CYNTHIA
STREET ADDRESS	1001 S. BAYSHORE DRIVE, STE 1806
CITY-ST-ZIP	MIAMI FL

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Kiefer, John W
1.3 STREET ADDRESS	120 E Palmetto Park Rd.
1.4 CITY-ST-ZIP	Boca Raton FL 33432
2.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Walters, M. Kirk
2.3 STREET ADDRESS	7130 Goodlett Farms Pkwy
2.4 CITY-ST-ZIP	Cordova TN 38018
3.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Moore, Jackson
3.3 STREET ADDRESS	7130 Goodlett Farms Pkwy
3.4 CITY-ST-ZIP	Cordova TN 38018
4.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Bennet, John
4.3 STREET ADDRESS	7130 Goodlett Farms Pkwy
4.4 CITY-ST-ZIP	Cordova TN 38018
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 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, with all other like empowered.

SIGNATURE: Michael Levine DATE: 4/19/99 DAYTIME PHONE #: 561-368-5011

CR2E034 (11/98)