
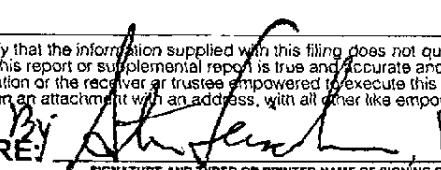


**2006 FOR PROFIT CORPORATION
ANNUAL REPORT**

FILED
Feb 20, 2006 08:00 AM
Secretary of State

DOCUMENT # 598450 1. Entity Name HOLDING CAPITAL GROUP INC.		
Principal Place of Business 104 CRANDON BLVD SUITE 419 KEY BISCAYNE, FL 33149 US		Mailing Address 104 CRANDON BLVD SUITE #419 KEY BISCAYNE, FL 33149 US
DO NOT WRITE IN THIS SPACE		
		 01242006 No Chg-P CR2E034 (11/05)
4. FEI Number 13-2964405		Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required
6. Name and Address of Current Registered Agent		
SOTO, MYRNA 104 CRANDON BLVD RM 419 KEY BISCAYNE, FL 33149		DO NOT WRITE IN THIS SPACE
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.		
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)</small> DATE _____		
FILE NOW!!! FEE IS \$150.00 After May 1, 2006 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees
10. OFFICERS AND DIRECTORS		
TITLE NAME STREET ADDRESS CITY- ST- ZIP	PD DONAGHY, JAMES W 7 RIDGEWOOD DRIVE BRIDGEWATER, CT 06752	
TITLE NAME STREET ADDRESS CITY- ST- ZIP	AS DENIS, LYNNE 630 THIRD AVE 7TH FLOOR NEW YORK, NY 10017	
TITLE NAME STREET ADDRESS CITY- ST- ZIP	VS LEISCHNER, STEVEN 1979 DOGWOOD DR. SCOTCH PLAINS, NJ 07076	
TITLE NAME STREET ADDRESS CITY- ST- ZIP	CD SPENCER, S.A. 251 CRANDON BLVD., #164 NEW YORK, NY 10022	
TITLE NAME STREET ADDRESS CITY- ST- ZIP		
TITLE NAME STREET ADDRESS CITY- ST- ZIP		
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.		
SIGNATURE:  Vice Pres <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR</small>		2-6-06 (305) 361-8864 <small>Date Daytime Phone #</small>