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**Apr 17 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 # 832626 (6)
1. Corporation Name
ALLIED CAPITAL CORPORATION



Principal Place of Business
**1666 K. STREET, NW
9TH FLOOR
WASHINGTON DC 20006
US**

Mailing Address
**1666 K STREET, NW
9TH FLOOR
WASHINGTON DC 20006-2803
US**

3. Date Incorporated or Qualified
07/01/1974

3a. Date of Last Report
04/29/1996

4. FEI Number
53-0245085

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

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

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

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

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

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	EVP	<input checked="" type="checkbox"/> DELETE
NAME	DUNBAR, WILLIAM	
STREET ADDRESS	1666K ST. NW STE 603	
CITY- ST- ZIP	WASHINGTON DC	
TITLE	EVCT	<input type="checkbox"/> DELETE
NAME	DELUCA, JON A	
STREET ADDRESS	1666 K STREET, NW, 9TH FLOOR	
CITY- ST- ZIP	WASHINGTON DC	
TITLE	CD	<input checked="" type="checkbox"/> DELETE
NAME	GLADSTONE, DAVID J.	
STREET ADDRESS	1666 K. STREET, NW, 9TH FLOOR	
CITY- ST- ZIP	WASHINGTON DC	
TITLE	D	<input type="checkbox"/> DELETE
NAME	TOOMEY, T, MURRAY	
STREET ADDRESS	4701 SANGAMORE RD	
CITY- ST- ZIP	BETHESDA MD	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WILLIAMS, GEORGE C	
STREET ADDRESS	1666 K STREET, N.W., 9TH FLOOR	
CITY- ST- ZIP	WASHINGTON DC	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	WILLIAMS, G. CABELL III	
STREET ADDRESS	1666 K. STREET, N.W., 9TH FLOOR	
CITY- ST- ZIP	WASHINGTON DC	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	C/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	William L. Walton	
1.3 STREET ADDRESS	1666 K St., NW 9th Floor	
1.4 CITY- ST- ZIP	Washington, DC 20006	
2.1 TITLE	V/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY- ST- ZIP		
3.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Kelly A. Anderson	
3.3 STREET ADDRESS	1666 K Street, NW 9th Floor	
3.4 CITY- ST- ZIP	Washington, DC 20006	
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: *Kelly A. Anderson* **4-10-97** **802 948-6328**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

ALLIED CAPITAL CORPORATION
1997

D

Joseph A. Clorey, III
Clorey & Co., Inc.
2183 Hallmark Drive
Gambrills, MD 21054

D

Michael I. Gallie
The Millenium Group
300 M Street, S.W., Suite 701
Washington, DC 20024

D

Mr. Warren K. Montouri
Warren K. Montouri, Inc.
2440 Virginia Avenue, NW, Suite D801
Washington, DC 20037

D

T. Murray Toomey, Esq.
The Offices of T. M. Toomey
4701 Sangamore Road
Bethesda, MD 20816

D

Mr. Guy T. Steuart II
President
Steuart Investment Corporation
5454 Wisconsin Avenue, Suite 1600
Chevy Chase, MD 20815

ALLIED CAPITAL CORPORATION
1997

V
Katherine C. Marien
1666 K Street, NW 9th Floor
Washington, DC 20006

V
John M. Scheurer
1666 K Street, NW 9th Floor
Washington, DC 20006

V
George Stelljes
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Joan M. Sweeney
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Thomas H. Westbrook
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Richard E. Fearon
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Philip A. McNeill
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Carr T. Preston
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Suzanne Sparrow
1666 K Street, NW 9th Floor
Washington, DC 20006

V/S
Tricia B. Daniels
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Robert M. Monk
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Gay S. Truscott
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Kristine M. Lansing
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Penni F. Roll
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Christina L. DeDonna
1666 K Street, NW 9th Floor
Washington, DC 20006

V
Peter C. Fisher
1666 K Street, NW 9th Floor
Washington, DC 20006

ALLIED CAPITAL CORPORATION
1997

V
Donna Natale
1666 K Street, NW 9th Floor
Washington, DC 20006