



DOLPHIN CAPITAL MANAGEMENT INC.

8875 Hidden River Parkway
Suite 220
Tampa, Florida 33637
TEL 813.979.6000
FAX 813.975.9562

B95000000234

January 27, 1997

Division of Corporations
Attn: Director, Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

600002080886--5
-02/07/97--01002--007
***1750.00 ***1750.00

Dear Sir/Madam:

Please find enclosed the 1997 Limited Partner Annual Report filing for The Dolphin Capital Fund Limited Partnership, Document# B95000000234. This filing includes an updated and executed 1997 Limited Partnership Annual Report ("AR"), a Supplement Affidavit of Capital Contributions for a Foreign Limited Partnership updating section 5(a) of the AR, and 4 separate checks to cover the following fees associated with such filing:

1997 Filing fee (\$7 per \$1000 on amt. in section 5(b) of AR):	\$410.62
Supplemental affidavit fee (at the stated maximum):	\$1,750.00
Supplemental filing fee:	\$138.75
Certificate of Status fee:	\$8.75
TOTAL:	\$2,308.12

Although the deadline for filing the AR was December 31, 1996, we have been granted a 90-day extension of deadline by the office of Sandra Mortham, Florida Secretary of State. Please contact Christina Collins, Assistant to the Secretary of State, to verify such extension as necessary.

Please acknowledge your receipt of the enclosed materials by stamping the extra copy of this letter and returning it to Dolphin Capital Management Inc. in the self-addressed and stamped envelope, which is also enclosed.

Name Availability	If you have any questions or require further information, please contact Charles Moses at the above number.
Document Examiner	Sincerely, DCC
Updater	DCC
Updater	Bartholomew P. Bacon
Updater	President, Dolphin Capital Management Inc.
Updater	General Partner of The Dolphin Capital Fund Limited Partnership
Updater	DCC

increasing to \$50,000.00

C. TAX	1,750.00
FILING	
R. ACTYV FEE	
C. FEE	
N. C. IN	
BALANCE DUE	
REFUND	

FILED
97 JAN 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP**

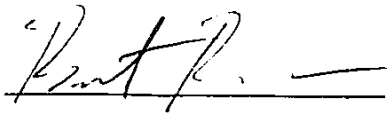
The undersigned General Partner of The Dolphin Capital Fund Limited Partnership, a Delaware limited partnership, executed this supplemental affidavit file pursuant to section 620.176, Florida Statutes. The total anticipated amount of the capital contributions of the limited partners that may be allocated for the purpose of transacting business in Florida is \$50,000,000.

Pursuant to section 620.182(4), Florida Statutes, accompanying this affidavit is a check in the amount of \$1,750.00.

This 27th day of January, 1997.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.



Bartholomew P. Bacon
President, Dolphin Capital Management Inc.
General Partner of The Dolphin Capital Fund Limited Partnership

FILED
97 JAN 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA