

**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 13 AM 7:48

1. Name of Limited Partnership		1a. DOCUMENT # B95000000234	
THE DOLPHIN CAPITAL FUND LIMITED PARTNERSHIP <i>49-AR / LW CM</i>			
Mailing Address	Principal Office Address		
8876 HIDDEN RIVER PARKWAY SUITE 220 TAMPA FL 33637	8875 HIDDEN RIVER PARKWAY SUITE 220 TAMPA FL 33637		
2. Mailing Address	2a. Principal Office Address		
4940 NORTHDAL E BOULEVARD Suite, Apt #, etc TAMPA, FLORIDA City & State 33624 U.S.A. Zip Country	4940 NORTHDAL E BOULEVARD Suite, Apt #, etc TAMPA, FLORIDA City & State 33624 U.S.A. Zip Country		



3. Date Formed or Registered 06/27/1995	5a. Capital Contributions as Shown on record \$50,000,000.00
3a. Date of Last Report 10/10/1997	5b. Amount of Capital Contributions in FLO (L/A) to date *150,579.56
4. State or Country of Formation DE	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
6. FEI Number 59-3324444	7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
8. Make check payable to Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office	
BACON, BARTHOLOMEW P 8875 HIDDEN RIVER PARKWAY SUITE 220 TAMPA FL 33637		Name Street Address (P.O. Box Number is Not Acceptable) 4940 NORTHDAL E BOULEVARD Suite, Apt #, etc City TAMPA Zip Code FL 33624	
10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.			
SIGNATURE (Registered Agent Accepting Appointment): <i>Bartholomew P. Bacon</i>		DATE: 12/29/98	
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.			

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration Document Number
DOLPHIN CAPITAL MANAGEMENT,	8875 HIDDEN RIVER PAR 4940 NORTHDAL E BOULEVARD	TAMPA FL 33637 33624	F94000006110
20000027621 912-7 -02/02/99--01073--010 ****535.00 ****535.00			

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE: *Bartholomew P. Bacon* DATE: **12/29/98**
Typed or Printed Name of General Partner Signing Form: **BARTHOLOMEW P. BACON, PRESIDENT** Daytime Telephone Number: **813-979-6000**

CR2E003 10/98