

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

PROFIT CORPORATION ANNUAL REPORT 1996



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

DOCUMENT # **F94000002931 (3)**

1. Corporation Name

**NATIONAL CAPITAL BENEFITS CORP.**



Principal Place of Business

540 MADISON AVE., #1702  
NEW YORK NY 10022

Mailing Address

540 MADISON AVE., #1702  
NEW YORK NY 10022

|  |  |
|--|--|
| 3. Date Incorporated or Qualified<br><b>06/06/1994</b>   | 3a. Date of Last Report<br><b>10/03/1995</b> |
| 4. FEI Number<br><b>13-3755462</b>   | Applied For<br>Not Applicable                |
| 5. Certificate of Status Desired<br><input type="checkbox"/>   | <b>\$8.75 Additional Fee Required</b>        |
| 6. Election Campaign Financing Trust Fund Contribution<br><input type="checkbox"/>   | <b>\$5.00 May Be Added to Fees</b>           |
| 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |

|                                |                        |
|--------------------------------|------------------------|
| 2. Principal Place of Business | 2a. Mailing Address    |
| 21 State, Apt. #, etc.         | 26 State, Apt. #, etc. |
| 22 City & State                | 27 City & State        |
| 23 Zip                         | 28 Zip                 |
| 24 Country                     | 29 Country             |
| 25                             | 30                     |

9. Name and Address of Current Registered Agent

**DEBIANCHI, MICHELE R ESQ  
5975 SUNSET DRIVE  
PENTHOUSE 802  
SOUTH MIAMI FL 33143**

10. Name and Address of New Registered Agent

|         |   |    |           |             |
|---------|---|----|-----------|-------------|
| 81 Name | 82 Street Address (P.O. Box Number is Not Acceptable) | 83 | 84 City   | 85 Zip Code |
|         |   |    | <b>FL</b> |             |

11. Pursuant to the provisions of Sections 607.0602 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 607.0605, Florida Statutes.

SIGNATURE

Signature of the person who is changing the registered office or registered agent. (If the registered agent is being changed, the signature of the registered agent is required when the change is effective.)

| 12. OFFICERS AND DIRECTORS |                         | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                      |
|----------------------------|-------------------------|---|----------------------|
| TITLE                      | NAME                    | 1.1 TITLE   | 1.2 NAME             |
| PD                         | KLEIN, KENNETH          | Chief Executive Officer                               | Jeffrey Goldstein    |
| STREET ADDRESS             | 540 MADISON AVE., #1702 | 1.3 STREET ADDRESS                                    | 520 Madison Avenue   |
| CITY, ST, ZIP              | NEW YORK NY 10022       | 1.4 CITY, ST, ZIP                                     | New York, N.Y. 10022 |
| TITLE                      | NAME                    | 2.1 TITLE   | 2.2 NAME             |
| D                          | SHAW, JOHN              |   |                      |
| STREET ADDRESS             | 520 MADISON AVE         | 2.3 STREET ADDRESS                                    |                      |
| CITY, ST, ZIP              | NEW YORK NY 10022       | 2.4 CITY, ST, ZIP                                     |                      |
| TITLE                      | NAME                    | 3.1 TITLE   | 3.2 NAME             |
| VS                         | FROHMAN, SHEPPIE        |   |                      |
| STREET ADDRESS             | 540 MADISON AVE., #1702 | 3.3 STREET ADDRESS                                    |                      |
| CITY, ST, ZIP              | NEW YORK NY 10022       | 3.4 CITY, ST, ZIP                                     |                      |
| TITLE                      | NAME                    | 4.1 TITLE   | 4.2 NAME             |
| D                          | PINTO, JAMES            |   |                      |
| STREET ADDRESS             | 520 MADISON AVE         | 4.3 STREET ADDRESS                                    |                      |
| CITY, ST, ZIP              | NEW YORK NY 10022       | 4.4 CITY, ST, ZIP                                     |                      |
| TITLE                      | NAME                    | 5.1 TITLE   | 5.2 NAME             |
|                            |                         |   |                      |
| STREET ADDRESS             |                         | 5.3 STREET ADDRESS                                    |                      |
| CITY, ST, ZIP              |                         | 5.4 CITY, ST, ZIP                                     |                      |
| TITLE                      | NAME                    | 6.1 TITLE   | 6.2 NAME             |
|                            |                         |   |                      |
| STREET ADDRESS             |                         | 6.3 STREET ADDRESS                                    |                      |
| CITY, ST, ZIP              |                         | 6.4 CITY, ST, ZIP                                     |                      |

14. 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 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 or person 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: *Kenneth Klein* **KENNETH KLEIN, PRES.** *1/16/96* *212 750 1000*

CR2E034 (12/95)