

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000006110

1. Corporation Name

DOLPHIN CAPITAL MANAGEMENT INC.

Principal Place of Business

4940 NORTHDAL BLVD
TAMPA FL 33624
US

Mailing Address

4940 NORTHDAL BLVD
TAMPA FL 33624
US

FILED
Mar 19, 1999 8:00 am
Secretary of State

03-19-1999 90010 023 ****35.00

03-19-1999 90010 024 ****158.75



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

11/30/1994

4. FEI Number

59-3282933

Applied For

Not Applicable

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 owes the current year Intangible
Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BACON, BARTHOLOMEW P
8875 HIDDEN RIVER PARKWAY
SUITE 220
TAMPA FL 33637

81 Name BARTHOLOMEW P. BACON
82 Street Address (P.O. Box Number is Not Acceptable)
83 4940 NORTHDAL BLVD.
84 City TAMPA FL 85 Zip Code 33624

11. Pursuant to the provisions of Sections 607.4502 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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

1/22/99

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PSTD
NAME BACON, BARTHOLOMEW P
STREET ADDRESS 13609 WATERFALL WAY
CITY-ST-ZIP TAMPA FL

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

14. I 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, on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/22/99

Date

Daytime Phone #

813-979-6000

CR2E034 (11/98)

244 760-9000-12
F94000006110

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of DELAWARE submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: DOLPHIN CAPITAL MANAGEMENT INC.
2. The mailing address of the corporation is: 4940 NORTHDAL BLVD., TAMPA, FL 33624
3. Date of incorporation/qualification: 11/30/94 Document number: F94000006110
4. The name and address of the current registered agent and office:

BARTHOLOMEW P. BACON

8875 HIDDEN RIVER PKY SUITE 220

TAMPA, FL 33637

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

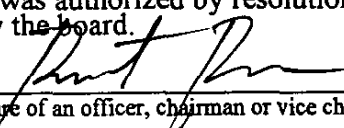
BARTHOLOMEW P. BACON

4940 NORTHDAL BLVD.

TAMPA, FL 33624

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

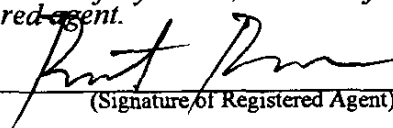

(Signature of an officer, chairman or vice chairman of the board)

1/22/99
(Date)

BARTHOLOMEW P. BACON, PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

1/22/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***