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**May 15 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 # P16274 (3)

**1. Corporation Name
U. S. CAPITAL INSURANCE COMPANY**



**Principal Place of Business Mailing Address
TWO MANHATTANVILLE RD. TWO MANHATTANVILLE RD.
PURCHASE NY 10577-2118 PURCHASE NY 10577-2118**

3. Date Incorporated or Qualified 10/07/1987 3a. Date of Last Report 05/01/1996

**2. Principal Place of Business 2a. Mailing Address
21 1055 Portion Road 26 P.O. Box 9087
Suite, Apt. #, etc. Suite, Apt. #, etc.**

4. FEI Number 13-3404632 Applied For Not Applicable

**22. City & State 27. City & State
Farmingville, NY Farmingville, NY**

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

**23. Zip Country 28. Zip Country
11738-9087 Suffolk 11738 Suffolk**

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

24. 25. 29. 30. 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [] Yes [X] No

10. Name and Address of New Registered Agent

**9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
% CT CORPORATION SYSTEM
1200 SO PINE ISLAND RD
PLANTATION FL 33324**

**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 Signature: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS	
TITLE	CPD <input type="checkbox"/> DELETE
NAME	GOETZ, LIONEL J
STREET ADDRESS	TWO MANHATTANVILLE RD. PURCHASE NY 10577-2118
CITY-ST-ZIP	
TITLE	VDC <input checked="" type="checkbox"/> DELETE
NAME	LABENSKI, RONALD H
STREET ADDRESS	TWO MANHATTANVILLE RD. PURCHASE NY 10577-2118
CITY-ST-ZIP	
TITLE	VSD <input type="checkbox"/> DELETE
NAME	BERTERO, EDWARD P
STREET ADDRESS	TWO MANHATTANVILLE RD. PURCHASE NY 10577-2118
CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE
NAME	OLIVER, RAFAEL
STREET ADDRESS	TWO MANHATTANVILLE RD. PURCHASE NY 10577-2118
CITY-ST-ZIP	
TITLE	EVP <input checked="" type="checkbox"/> DELETE
NAME	TWIGDEN, SIMON C.K.
STREET ADDRESS	TWO MANHATTANVILLE RD. PURCHASE NY 10577-2118
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	CPD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	GOETZ, LIONEL J
1.3 STREET ADDRESS	TWO MANHATTANVILLE RD. PURCHASE NY 10577-2118
1.4 CITY-ST-ZIP	
2.1 TITLE	VTD <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Hillel Milun
2.3 STREET ADDRESS	1055 Portion Road Farmingville, NY 11738-9087
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	1055 Portion Road Farmingville, NY 11738-9087
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	1055 Portion Road Farmingville, NY 11738-9087
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Michael Anthony Murphy
5.3 STREET ADDRESS	1055 Portion Road Farmingville, NY 11738-9087
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Panayotis George Myralllis
6.3 STREET ADDRESS	1055 Portion Road Farmingville, NY 11738-9087
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 19.07(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: SIGNATURE REQUIRED [Signature] 4/30/97 (516) 696-2200
DATE DAYTIME PHONE #

CR2E034 (9/96)