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May 06 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 # P93000063192 (7)

1. Corporation Name
CAPITAL FUND, INC.

Principal Place of Business
2811 N OAKLAND FORREST DR
SUITE 204
OAKLAND PARK FL 33309

Mailing Address
PO BOX 100736
FT LAUDERDALE FL 33310-0736



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 09/10/1993		3a. Date of Last Report 04/24/1996	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 65-0435309		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No			
9. Name and Address of Current Registered Agent THE LAW FIRM LAWRENCE J SPIEGEL, CHARTERED 343 ALMERIA AVE CORAL GABLES FL 33134				10. Name and Address of New Registered Agent			
				b1 Name			
				b2 Street Address (P.O. Box Number is Not Acceptable)			
				b3			
				b4 City			
				FL b5 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		DATE	
Signature, typed or printed name of registered agent and title if applicable		(NOTE: Registered Agent signature required when reinstating)	
12. OFFICERS AND DIRECTORS			
TITLE	P SENESA, JOSEPH	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
NAME	POST OFFICE BOX 100736	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
STREET ADDRESS	FORT LAUDERDALE FL	1.2 NAME	
CITY-ST-ZIP		1.3 STREET ADDRESS	
		1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME		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 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, or on an attachment with an address.

SIGNATURE:

4-16-97 GCM 733-1391

CR2E034 (9/96)