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 # P95000015754

1. Corporation Name
STONEBRIDGE CAPITAL, INC.

Principal Place of Business
6499 Powerline Road
Ste. 205
Ft. Lauderdale, FL 33309

Mailing Address
Same

2. Principal Place of Business
21
Suite, Apt. #, etc.
22
City & State
23
Zip
24
Country
25

2a. Mailing Address
26
Suite, Apt. #, etc.
27
City & State
28
Zip
29
Country
30

3. Date Incorporated or Qualified
2/27/1995

3a. Date of Last Report

4. FEI Number
65-0560593
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 has liability for intangible tax under s. 199.032 Florida Statutes [ ] Yes [ ] No

9. Name and Address of Current Registered Agent
BROOKS, Robert K.
6499 Powerline Road
Ste. 205
Ft. Lauderdale, FL 33309

10. Name and Address of New Registered Agent
81 Name
BROOKS, Robert K.
82 Street Address (P.O. Box Number Not Acceptable)
6499 Powerline Road
83
Ste. 205
84 City
Ft. Lauderdale
FL
85 Zip Code
33309

11. Pursuant to the provisions of Section 607.0505 of the 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 that position under Florida Statutes.

SIGNATURE: Robert Brooks 3-31-96

12. OFFICERS AND DIRECTORS

TITLE	[ ] DELETE
NAME	BROOKS, Robert K.
STREET ADDRESS	3860 Coral Tree Circle #208
CITY-ST-ZIP	Coconut Creek, FL 33073
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	[ ] DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	[ ] Change [ ] Addition
NAME	
STREET ADDRESS	
CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE	600001771666 -04/08/96--01018--026 ***200.00
NAME	
STREET ADDRESS	
CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	[ ] Change [ ] Addition
TITLE	
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

14. I hereby certify that the information indicated on this report or supplemental 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 above, or on attached amendment, or no officer or director listed is currently to be added.

SIGNATURE: 3-31-96 954-760885

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (12/95)