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Apr 11 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 # P95000034063 (4)

1. Corporation Name

5F VENTURE CAPITAL, INC.

Principal Place of Business

C/O JAMERSON, SUTTON & SURLAS
2655 LE JEUNE ROAD, PENTHOUSE II
CORAL GABLES FL 33134

Mailing Address

C/O JAMERSON, SUTTON & SURLAS
2655 LE JEUNE ROAD, PENTHOUSE II
CORAL GABLES FL 33134-5832



2. Principal Place of Business	2a. Mailing Address
21 Sutton Surlas & Mullin LLP	26 Sutton Surlas & Mullin LLP
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 2655 Le Jeune Rd., PH-2	27 2655 Le Jeune Rd., PH-2
City & State	City & State
23 Coral Gables, FL	28 Coral Gables, FL
Zip	Zip
24 33134	29 33134
Country	Country
25 USA	30 USA

3. Date Incorporated or Qualified	3a. Date of Last Report
04/25/1995	09/23/1996
4. FEI Number	Applied For
NOT APPLICABLE	Not Applicable
5. Certificate of Status Desired	\$8.75 Additional Fee Required
<input type="checkbox"/>	
6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
<input type="checkbox"/>	
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	10. Name and Address of New Registered Agent
JAMERSON, JR., ROBERT L P.A. 2655 LE JEUNE ROAD PENTHOUSE II CORAL GABLES FL 33134	81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City 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's signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE	1.1 TITLE
NAME	1.2 NAME
STREET ADDRESS	1.3 STREET ADDRESS
CITY-ST-ZIP	1.4 CITY-ST-ZIP
TITLE	2.1 TITLE
NAME	2.2 NAME
STREET ADDRESS	2.3 STREET ADDRESS
CITY-ST-ZIP	2.4 CITY-ST-ZIP
TITLE	3.1 TITLE
NAME	3.2 NAME
STREET ADDRESS	3.3 STREET ADDRESS
CITY-ST-ZIP	3.4 CITY-ST-ZIP
TITLE	4.1 TITLE
NAME	4.2 NAME
STREET ADDRESS	4.3 STREET ADDRESS
CITY-ST-ZIP	4.4 CITY-ST-ZIP
TITLE	5.1 TITLE
NAME	5.2 NAME
STREET ADDRESS	5.3 STREET ADDRESS
CITY-ST-ZIP	5.4 CITY-ST-ZIP
TITLE	6.1 TITLE
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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/7/97

Date

(305) 371-2340

Daytime Phone #

0190

CR2E034 (9/96)