


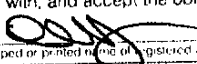
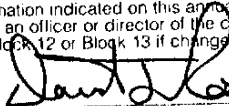
FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PROFIT CORPORATION ANNUAL REPORT 1996				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P95000050719 (0) 1. Corporation Name CAPITOL CLASSICS, INC.					
Principal Place of Business 444 Brickell Avenue Rivergate Plaza Suite 300 Miami, FL 33131			Mailing Address 1080 NO. Delaware Avenue Suite 506 Philadelphia, PA 19125		
2. Principal Place of Business 21 7685 Debeaubien Dr. Suite Apt. #, etc. 22 City & State 23 Orlando, Florida Zip Country 24 32835 25 Orange		2a. Mailing Address 26 201 East Pine Street Suite, Apt. #, etc. 27 1200 City & State 28 Orlando, Florida Zip Country 29 32801 30 Orange		3. Date Incorporated or Qualified 6/29/95 3a. Date of Last Report N/A 4. FEI Number 95-4028834 5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent Merkin, Stewart A. 444 Brickell Avenue Rivergate Plaza Suite 300 Miami, FL 33131			10. Name and Address of New Registered Agent 81 Name Marshall, Byrd F., Jr., Esq. 82 Street Address (P.O. Box Number is Not Acceptable) Gray, Harris & Robinson, P.A. 83 201 East Pine Street, Suite 1200 84 City Orlando 85 Zip Code FL 32801		
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  Byrd F. Marshall, Jr., Esq. DATE 4/30/96 (NOTE: Registered Agent signature required when reinstating)					
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY- ST- ZIP [] DELETE TITLE NAME STREET ADDRESS CITY- ST- ZIP [] DELETE TITLE NAME STREET ADDRESS CITY- ST- ZIP [] DELETE TITLE NAME STREET ADDRESS CITY- ST- ZIP [] DELETE TITLE NAME STREET ADDRESS CITY- ST- ZIP [] DELETE TITLE NAME STREET ADDRESS CITY- ST- ZIP [] DELETE			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 [] Change [x] Addition 1.1 TITLE D/P/T/S 1.2 NAME Stallone, Sylvester 1.3 STREET ADDRESS 7685 Debeaubien Drive 1.4 CITY- ST- ZIP Orlando, Florida 32835 2.1 TITLE AS 2.2 NAME Rosenberg, David 2.3 STREET ADDRESS 7685 Debeaubien Drive 2.4 CITY- ST- ZIP Orlando, Florida 32835 [] Change [] Addition 3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY- ST- ZIP [] Change [] Addition 4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY- ST- ZIP [] Change [] Addition 5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY- ST- ZIP [] Change [] Addition 6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY- ST- ZIP [] Change [] Addition		
14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:  David Rosenberg DATE 4/30/96 (407)299-9450 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR					

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5/1/96