

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1997

B95000000234

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FILED

97 JAN 31 PM 12:00

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1. Name of Limited Partnership THE DOLPHIN CAPITAL FUND LIMITED PARTNERSHIP		1a. DOCUMENT # B95000000234	
Mailing Address 8875 HIDDEN RIVER PARKWAY SUITE 220 TAMPA, FL 33637	Principal Office Address 8875 HIDDEN RIVER PARKWAY SUITE 220 TAMPA, FL 33637	3. Date Formed or Registered 6/27/95	5a. Capital Contributions as Shown on record. \$ 1000.00
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country	2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country	3a. Date of Last Report 9/13/95	5b. Amount of Capital Contributions in FLORIDA to date. \$58,659.87
		4. State or Country of Formation DE	6. FEI Number 59-3324444 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent BARTHOLOMEW P. BACON 8875 HIDDEN RIVER PARKWAY SUITE 220 TAMPA, FL 33637		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City	
10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.		900002080949--8 -02/07/97--01008--001 ****410.62 ****410.62 900002080949--8 -02/07/97--01008--001 ****410.62 ****410.62	
SIGNATURE (Registered Agent Accepting Appointment)			

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
DOLPHIN CAPITAL MANAGEMENT INC.	8875 HIDDEN RIVER PARKWAY SUITE 220	TAMPA, FL 33637	F94000006110 900002080949--8 -02/07/97--01008--002 ****138.75 ****138.75 900002080949--8 -02/07/97--01008--003 *****8.75 *****8.75
	dec (cus)	\$558.12	

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. 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 release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE _____ DATE **JAN. 27, 1997**
 Typed or Printed Name of General Partner Signing Form: **BARTHOLOMEW P. BACON, PRESIDENT** Daytime Telephone Number: **(813) 979-6000**

CR2E003 (6/96)