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DCAP GROUP INC/
Form 8-K
December 12, 2001

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: December 5, 2001
(Date of earliest event reported)

DCAP GROUP, INC.

(Exact name of Registrant as specified in charter)

Delaware	0-1665	36-2476480
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(State or other jurisdiction incorporation)	(Commission File No.)	(IRS Employer Identification Number)

1158 Broadway, Hewlett, New York 11557

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (516) 374-7600

Item 5. Other Events

On December 5, 2001 and December 12, 2001, DCAP Group, Inc. (the "Company") issued press releases (the "Press Releases") announcing that, at the annual meeting of stockholders of the Company, the stockholders of the Company reelected the directors of the Company and approved certain proposals, as more particularly described in the Press Releases, which are attached hereto as Exhibits 99.1 and 99.2.

Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits.

(c) Exhibits.

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- 99.1 Press Release, dated December 5, 2001
- 99.2 Press Release, dated December 12, 2001

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DCAP GROUP, INC.

Dated: December 12, 2001

By: /s/ Barry Goldstein

Barry Goldstein
President

Exhibit 99.1

FOR IMMEDIATE RELEASE

Contact: Barry Goldstein
Chief Executive Officer
DCAP Group, Inc.
(516) 374-7600

DCAP GROUP, INC. ANNOUNCES APPROVAL OF PROPOSALS AT
ANNUAL MEETING OF STOCKHOLDERS

December 5, 2001, Hewlett, New York -- At the annual meeting of stockholders of DCAP Group, Inc. (OTC BB: DCAP. OB), the stockholders of the Company reelected the directors of the Company and approved the following proposals:

1. the sale by the Company and its subsidiaries of assets, which may constitute, under Delaware law, substantially all of the Company's assets;
2. an increase in the number of common shares authorized to be issued pursuant to the Company's 1998 Stock Option Plan from 2,000,000 to 3,000,000;
3. an increase in the number of authorized common shares of the Company from 25,000,000 to 40,000,000; and

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4. an amendment to the Certificate of Incorporation of the Company to broaden its corporate purposes to include any lawful act or activity for which corporations may be organized under Delaware law.

About DCAP:

DCAP is the largest chain of independent retail insurance stores in the Northeast. The Company is building the DCAP franchise into a community-based, one-stop financial services center offering retail customers the most competitive rates on a complete portfolio of insurance and personal financial products, including income tax preparation and premium financing. DCAP currently provides car, motorcycle, homeowner, business and life insurance products from many major carriers, to over 200,000 customers in the five boroughs of New York City, Long Island, Westchester, Rockland, and Dutchess Counties, New York, and New Jersey.

Exhibit 99.2

FOR IMMEDIATE RELEASE

Contact: Barry Goldstein
Chief Executive Officer
DCAP Group, Inc.
(516) 374-7600

DCAP GROUP, INC. ANNOUNCES APPROVAL OF PROPOSAL AT ANNUAL MEETING OF STOCKHOLDERS

December 12, 2001, Hewlett, New York -- DCAP Group, Inc. (OTC BB: DCAP. OB) announced that, at its annual meeting of stockholders, the stockholders of the Company also approved a proposal to amend the Certificate of Incorporation of the Company to provide for the authority to issue up to 1,000,000 preferred shares.

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