21ST CENTURY HOLDING CO
Form 10-K/A
October 24, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 2
FOR ANNUAL AND TRANSITION REPORTS
PURSUANT TO SECTIONS 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(MARK ONE)

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES ACT OF 1934
For the fiscal year ended December 31, 2002

or

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period of _____to_____

Commission file number 0-2500111

21ST CENTURY HOLDING COMPANY
(Exact name of registrant as specified in its Charter)

FLORIDA	65-0248866
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No)

4161 N.W. 5TH STREET, PLANTATION, FLORIDA 33317
(Address of Principal executive offices) (Zip Code)

(954) 581-9993
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act:
Common Stock, par value $0.01 per share
(Title of Class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-X is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is an accelerated filer (as defined in the Exchange Act Rule 12b-2). Yes [ ] No [X]

The aggregate market value of the Issuer's common stock held by non-affiliates (based on the last sale of the common stock as reported by the Nasdaq National Market) on June 30, 2002 was: $13,298,055.

As of March 28, 2003, there were 3,012,201 shares of the common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents are incorporated by reference: Portions of the Company's Proxy Statement for the 2003 Annual Meeting - Part III.

The Company is filing this Amendment No. 2 to its Form 10-K for the year ended December 31, 2002 solely for the purpose of adding Exhibits 10.24 through 10.27.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8

(a) THE FOLLOWING DOCUMENTS ARE FILED AS PART OF THIS REPORT:

(1) Financial Statements

The following consolidated financial statements of the Company and the reports of independent auditors thereon are filed with this report:

Independent Auditors' Report (De Meo, Young, McGrath).

Independent Auditors' Report (McKean, Paul, Chrycy, Fletcher & Co.).

Consolidated Balance Sheets as of December 31, 2002 and 2001.

Consolidated Statements of Operations for the years ended December 31, 2002, 2001 and 2000.

Consolidated Statements of Shareholders' Equity and Comprehensive Income (Loss) for the years ended December 31, 2002, 2001 and 2000.

Consolidated Statements of Cash Flows for the years ended December 31, 2002, 2001 and 2000.

Notes to Consolidated Financial Statements for the years ended December 31, 2002, 2001 and 2000.

(2) Financial Statement Schedules

Schedule VI - Supplemental information concerning property-casualty insurance operations

(3) Exhibits

EXHIBIT	DESCRIPTION
3.1	Amended and Restated Articles of Incorporation (1)
3.2	Form of Registrant's Amended and Restated Bylaws (1)
4.1	Specimen of Common Stock Certificate (1)
4.2	Revised Representative's Warrant Agreement including form of Rep
10.1	Stock Option Plan, as amended (3)*
10.2	Employment Agreement between the Registrant and Edward J. Lawson
10.3	Employment Agreement between the Registrant and Michele V. Lawso
10.4	Form of Indemnification Agreement between the Registrant and its officers (1)*
10.5	Revolving Credit and Term Loan Agreement between FlatIron Fundin Inc., as amended (1)
10.9	Employment Agreement between Registrant and Richard A. Widdicomb
10.12	Third Modification Agreement to Revolving Credit and Term Loan A Funding Company, LLC and FPF, Inc., and Sale and Assignment Agre Premium and FPF, Inc. (5)
10.13	Fourth Modification Agreement to Revolving Credit and Term Loan Premium Finance, Inc., FlatIron Funding Company, LLC, FlatIron F Credit Company, Inc. (6)
10.14	Sale and Assignment Agreement between Federated Premium Finance,
10.15	Premium Receivable Servicing Agreement between Federated Premium Inc. (6)
10.21	First Modification Agreement between Federated Premium Finance,
10.22	General Agency Agreement dated August 1, 1998 between Federated and Assurance Managing General Agents, Inc. (8)
10.23	Managing General Agency Agreement dated September 4, 2001 betwee Insurance Company and Assurance Managing General Agents, Inc. (8
10.24	Commercial and Private Passenger Automobile Quota Share Treaty d Federated National Insurance Company and TransAtlantic Reinsuran
10.25	Addendum No. 1 dated August 22, 2002 to Commercial and Private P Share Treaty between Federated National Insurance Company and Tr Company (9)
10.26	Private Passenger Automobile Quota Share Treaty dated April 29, Vehicle Insurance Company and TransAtlantic Reinsurance Company
10.27	Addendum No. 1 dated August 8, 2002 to Private Passenger Automob between American Vehicle Insurance Company and TransAtlantic Rei
16.1	Letter from McKean, Paul, Chrycy, Fletcher & Co. (10)
21.1	Subsidiaries of the Registrant (6)
23.1	Consent of McKean, Paul, Chrycy, Fletcher & Co., Independent Cer (8)
23.2	Consent of De Meo, Young, McGrath, Independent Certified Public
31.1	Certification of Chief Executive Officer pursuant to Section 302 (9)
31.2	Certification of Chief Financial Officer pursuant to Section 302 (9)
32.1	Certification of Chief Executive Officer pursuant to Section 906 (9)
32.2	Certification of Chief Financial Officer pursuant to Section 906 (9)
99.1	Form S-8 filed January 14, 2003 to register 1998 Stock Option Pl

Franchise Program Stock Option Plan, 2002 Stock Option Plan, War
Shares of Common Stock, and Warrant to Purchase 50,000 Shares of
incorporated herein by reference. (11)

* MANAGEMENT COMPENSATION PLAN OR ARRANGEMENT

(1) Previously filed as an exhibit of the same number to the Registrant's Registration Statement on Form SB-2 (File No. 333-63623) and incorporated herein by reference.

(2) Previously filed as an exhibit of the same number of the 1998 Annual Report on Form 10-KSB.

(3) Previously filed as an exhibit to the Company's 2000 Annual Meeting Proxy Statement.

(4) Previously filed as an exhibit of the same number of the 1999 Annual Report on Form 10-KSB.

(5) Previously filed as an exhibit of the same number of the 2000 Annual Report on Form 10-KSB.

(6) Previously filed as an exhibit of the same number of the 2001 Annual Report on Form 10-K.

(7) Previously filed as an exhibit of the same number of the 2002 Annual Report on Form 10-K as originally filed.

(8) Previously filed as an exhibit of the same number of Amendment No. 1 to the 2002 Annual Report on Form 10K.

(9) Filed herewith.

(10) Previously filed as an exhibit of the same number of Form 8-K dated December 4, 2002.

(11) Previously filed as an exhibit of the same number of Form S-8, filed on January 16, 2003.

(b) REPORTS ON FORM 8-K

On December 3, 2002, the Company's Board of Directors recommended and approved the replacement of its principal accountants, McKean, Paul, Chrycy, Fletcher and Co. Also on December 3, 2002 the Board of Directors recommended and approved the replacement firm of De Meo, Young, McGrath as its independent auditors, effective December 5, 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Exchange Act of 1934, the registrant has duly caused this Form 10K/A (Amendment No. 2) to be signed on its behalf by the undersigned, thereto duly authorized.

21ST CENTURY HOLDING COMPANY

By: /s/ Richard A. Widdicombe

Richard A. Widdicombe, Chief Executive Officer

By: /s/ James G. Jennings, III

James G. Jennings, III, Chief Financial Officer
(Principal Financial and Accounting Officer)

Dated: October 23, 2003