

LIMITED PARTNERSHIP ANNUAL REPORT 1998

APPLICATION FOR
REINSTATEMENT
FOR
LIMITED PARTNERSHIP



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY -4 AM 10:18

DOCUMENT # A95000000516

1. Name of Limited Partnership
SHENANDOAH MGROUP LTD.

DO NOT WRITE IN THIS SPACE

2. Mailing Address
ATTN: ROBERT T. MICHAELSON

3. Principal Office Address
c/o SOUTHEAST CENTERS

4. Date Formed or Registered To Do Business in Florida 03/30/95

Suite, Apt. #, etc
156 W. 56 ST., 12 FL

Suite, Apt. #, etc
1541 SUNSET DR., SUITE 300

5. FEI Number
13-3840579

Applied For
Not Applicable

City & State
NEW YORK, NY 10019

City & State
CORAL GABLES, FL 33143

6. CERTIFICATE OF STATUS DESIRED \$875 Additional Fee required for a Certificate of Status.

Zip Country

Zip Country

7. State or Country of Formation FL

8a. Capital Contributions as Shown on Record

FEES: 1.) Filing Fee(s): Computed at a rate of \$7 per \$1,000 on amount entered in 8b, with a minimum filing fee of \$52.50 and a maximum of \$437.50, for each year due this office.

8b. Amount of Capital Contributions in FLORIDA to date
0

2.) Supplemental Fee(s): \$88.75 for each year due this office, beginning with 1992 calendar year.

3.) Penalty Fee(s): \$500 penalty fee for each year report form is delinquent.
Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

9. Name and Address of Current Registered Agent

10. If changed, new registered agent/office

AXELROD, ALAN D.
BILZIN SUMBERG DUNN & AXELROD LLP
2500 FIRST UNION FINANCIAL CENTER
MIAMI, FL 33131-2886

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc
City FL Zip Code

10b. I, the undersigned, being a resident qualified under the laws of the State of Florida, in conjunction with 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.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

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

11. Names of General Partner(s)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City, State and Zip Code	11a. Registration Document Number
SHENANDOAH MGP CORP.	156 W. 56 ST., 12 FL	NEW YORK, NY 10019	P95000017672
			400002516124--7 -05/07/98--01128--004 ****141.25 ****141.25

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 *Robert T. Michaelson*
Typed or Printed Name of General Partner Signing Form Robert T. Michaelson

DATE 4/29/98
Telephone Number 212-265-7300

CR2E039 (12/97)

TELECOPIER: (212) 265-7638

WESTCHESTER OFFICE
556 THEODORE FREMO AVENUE
RYE, NEW YORK 10580

WEISSBARTH, ALTMAN & MICHAELSON LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS
156 WEST 56th STREET • NEW YORK, NEW YORK 10019
(212) 265-7500

②

April 29, 1998

Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: 1998 Limited Partnership Annual Reports

Dear Ms. Mortham:

On behalf of each of 10 Limited Partnerships, we recently received your correspondence of April 15, 1998 indicating that their Certificate of Authority had been revoked for non-filing of the Annual reports before the required due date of December 31, 1997. The accompanying notice indicates that pursuant to Sec. 620.178(2)(a) of the Florida Statutes, 60 days' pending notice of revocation had also been sent. In this regard, please be advised of the following.

My office represents these entities at the indicated address of 156 W. 56th Street, 12th Fl, New York, New York. However, neither the Annual Reports nor the Notification of Pending Revocation were ever received. This location is a 24 story office building in midtown Manhattan and besides in excess of 100 tenants, we quite often have several different mail carriers. I would assume that the original mailings would have contained the same address as the recently received Notices of Revocation and the enclosed Applications for Reinstatement. Given the due date of the close of the year, perhaps the original mailing found its way into the holiday mailings and was misrouted or lost. In the alternative, perhaps the letter carrier did not recognize the address since the office at our location is known by WA&M (an abbreviation for the firm name). I can not, however, imagine what might have happened to the pending revocation notices since they would have been sent sometime in January or early February. In any event, we are at a loss to explain where they might have ended up.

Having just filed the companion Corporate Annual Reports for the related corporate general partners, we are well aware that the forms come preprinted with the pertinent information and require a mere few minutes to complete and process. Had either of those two mailings been received I can assure you that we would have not ignored them. They would have been immediately completed and forwarded, had they been received. It would have been irresponsible to have ignored such a simple task and incur the heavy penalties which would have been noted

3

on the pending revocation notices. Unfortunately, our inability to timely file these reports was due solely to their nonreceipt; a fact that was certainly beyond our control. Any non-filing was never attributable to any intentional act on our part or on the part of any partner of the partnership or its general partner.

Based on discussions with one of the representatives from your office, we have marked the enclosed as our original Annual Report, rather than as Applications for Reinstatement since the original reports were never received. We have also enclosed the required payment with each application and respectfully request that the penalties, which might otherwise be imposed, as noted on the attachment to the Certificate of Revocation, be abated on the basis of reasonable cause.

Should you require any additional information, please do not hesitate to contact me at the indicated address or telephone number.

The statements made herein are made under penalties of perjury and are true and complete.

Kindly notify our offices in writing as to the final resolution of this request.

Thank you for your anticipated cooperation in resolving this matter.

Very truly yours,



Richard Nichols
RN/sg
Enclosures