

APPLICATION FOR
~~REINSTATEMENT~~
FOR



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR 27 PM 4:06

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FOR
LIMITED PARTNERSHIP
Annual Report 1998
DOCUMENT # A 96000000696

1. Name of Limited Partnership

COCOA PARTNERS, LIMITED PARTNERSHIP

DO NOT WRITE IN THIS SPACE.

2. Mailing Address

992 East 15th Street
Suite, Apt. #, etc
Suite #200

City & State
Brooklyn, NY

Zip Country
11230 USA

3. Principal Office Address

992 East 15th Street
Suite, Apt. #, etc
Suite #200

City & State
Brooklyn, NY

Zip Country
11230 USA

4. Date Formed or Registered
To Do Business in Florida

4/10/96

5. FEI Number

11-3314959

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED \$8.75 Additional Fee required
for a Certificate of Status

7. State or Country of Formation **Florida**

8a. Capital Contributions as Shown
on Record:
\$50,000

8b. Amount of Capital Contributions in
FLORIDA to date

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.
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

United Corporate Services, Inc.
801 Northeast 167th Street
Suite 300
North Miami Beach, FL 33162

10. If changed, new registered agent/office

Name

Street Address (P.O. Box Number Is Not Acceptable)

Suite, Apt. #, etc.

City

900002507729-9
-05/01/98 - 01005-019
******447.50 FL ****447.50**

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.

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

Cocoa Management, Inc.

801 N.E. 167th St.

**North Miami Beach,
Florida 33162**

P96000029746

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

4/22/98

Typed or Printed Name of General Partner Signing Form

Tomas Rosenthal, President

Telephone Number

718-692-4181

CR2E039 (12/97)

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Cocoa Partners, L.P.
992 E. 15th Street, Suite 200
Brooklyn, New York 11230
Phone: (718) 692-4181 / Fax: (718) 338-1558

April 22, 1998

Registration – Partnership Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Document # A 96000000696

To Whom It May Concern:

Enclosed please find our application for reinstatement of Limited Partnership, (which is being substituted for our 1998 annual report), along with full payment of \$447.50.

We were unaware that our 1998 form was not filed until we received the notice of revocation in yesterday's mail. We never received the original form or the 60-day notice of intent to revoke. We have been timely in all of our previous filings, including our annual corporate report for the general partner, Cocoa Management, Inc., filed last month.

We respectfully request that any and all penalties be waived due to the circumstances surrounding this oversight. We do not understand why the forms and notices for this particular application went astray, but we would like to request that our mailing address be checked on all of your computer lists as a precaution, and corrected wherever necessary if needed.

Thank you for your kind consideration in this matter.

Yours truly,



Max Profesorske
Chief Financial Officer
MP/ml
Encl.