CAPITAL CORRECTION (850) 222-1222 6/30 ... 03:30 01/02

APPLICATION FOR REINSTATEMENT FOR LIMITED PARTNERSHIP

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
DIVISION OF CORPORATIONS

A97000002789

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL -2 AM 10:03

DOCUMENT # A97000002789

1. Name of Limited Partnership
SOUTHBEND VENTURES, LTD.

4/16/99

DO NOT WRITE IN THIS SPACE

2. Mailing Address	3. Principal Office Address	4. Date Formed or Registered To Do Business in Florida
5290 Hiatus Road	5290 Hiatus Road	12/22/97
Suite, Apt. #, etc	Suite, Apt. #, etc	5. FEI Number: 65-0812942 (Applied For / Not Applicable)
City & State: Sunrise, FL	City & State: Sunrise, FL	6. CERTIFICATE OF STATUS DESIRED [X] (SEE ADDITIONAL FEE required for a Certificate of Status)
Zip: 33351 Country:	Zip: 33351 Country:	7. State or Country of Formation: Florida

8a. Capital Contributions as Shown on Record: $2,500,000.00

8b. Amount of Capital Contributions in FLORIDA to date: $2,500,000.00

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): $68.75 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
STEVEN G. VITALE 3228 SW Martin Downs Boulevard, Ste 5 Palm City, FL 34990	Name: STEVEN G. VITALE Street Address (P.O. Box Number is Not Acceptable): 3511 Charing Cross Lane Suite, Apt. #, etc: City: Port St. Lucie Zip Code: FL 34952

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 6/29/99

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
PSL Investors, Inc., a Florida corporation	5290 Hiatus Road	Sunrise, FL 33351	P97000106609

700002925407--8
-07/07/99--01059--006
***1035.00 ***1035.00

PENALTY - 500.00
AR - 437.50
ARSUPP - 68.75
CUS - 8.75
$1,035.00

REINSTATEMENT 1999

B/C CUS

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)(i), 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 7-1-99

OTTO VITALE, as President of PSL Investors, Inc. 561-781-1999
Typed or Printed Name of General Partner Signing Form Telephone Number