FILE ON OR BEFORE APRIL 8,1998 TO AVOID REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

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1a. DOCUMENT # **B9700000600**

SEGRETARY OF STATE OLIVISION OF CORPORATIONS

98 APR 22 PM 3: 14



VINTHROP VENTURE FUND, LTD.			I ICONO: 1818 IBIN 1861) BON	
Mailing Address 140 ROYAL PALM WAY, STE, 202 PALM BEACH FL 83480	Principal Office Address 318 N. CARSON STREET. STE. 208 CARSON CITY NV 89701-4269 20. Principal Office Address		3. Date Formed or Registered 11/04/1997 38. Date of Last Report	58. Capital Contributions as Shown on record. \$332,500.00
2. Mailing Address			4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date:
Suite, Apt. #, etc. City & State	Suite, Apt. #, etc. City & State		6. FEI Number 86-08768	Applied For Not Applicable
Zip Country	Zip	Country	7. Certificate of Status Desired 8. Make check payable to: Dept. of	\$8.75 Additional Fee Required State (See reverse side for fee information
9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office		
METTLER, PETER W 140 ROYAL PALM WAY, STE. 202 PALM BEACH FL 33480		Name Streel Address (P.O. Box Number Is Not Acceptable) Suite, Apt. *, etc04/28/9801053001 City ****526.25		
10a. Pursuant to the provisions of sections 620.1051 and for the purpose of changing its registered office or agent. I am familiar with, and accept the obligations SIGNATURE (Registered Agent Accepting Appointment)	egistered agent, or both, in the State of of section 620, 192, Floride Statutes.	Florida. Such change w	as authorized by its g eneral partner(s). I her	eby accept the appointment of registered
A GENERAL PARTNER THAT MUST	FBE REGISTERED A	ND ACTIVE	WITH THIS OFFICE.	R BUSINESS ENTITY
11. Name(s) of General Partner(s)	11a. Address of Each Ge (Do NOT Use Post Offic	neral Partner e Box Numbers) 11	b. City, State & Zip Code	11c. Registration/ Document Number
WINTHROP VENTURE MANAGEMENT,	140 ROYAL PALM W	AY, S	PALM BEACH FL 33480	F9700005061
				W-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 filling 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 iliability 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 to execute the required to execut

SIGNATURE _

Winthrop Venture Management, Inc.

DATE 4-8-98

954-474-8177

CUSE (1587)