

APPLICATION FOR REINSTATEMENT FOR LIMITED PARTNERSHIP <b>ANNUAL REPORT 1999</b> DOCUMENT # 897000000600		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED 99 MAY 17 AM 8 13 FLORIDA	
1. Name of Limited Partnership <b>Winthrop Venture Fund, Ltd.</b>				DO NOT WRITE IN THIS SPACE	
2. Mailing Address <b>140 Royal Palm Way Suite 202 Palm Beach, FL 33480 USA</b>		3. Principal Office Address <b>318 N. Carson Street Suite 208 Carson City, NV 89701-4269 USA</b>		4. Date Formed or Registered To Do Business in Florida <b>11-4-97</b>	
				5. FEI Number <b>86-0876845</b>	
				6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> \$8.75 Additional Fee required for a Certificate of Status	
				7. State or Country of Formation <b>NV</b>	
8a. Capital Contributions as Shown on Record <b>\$332,500.00</b>		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. <b>FF \$526.25</b>			
8b. Amount of Capital Contributions in FLORIDA to date <b>\$332,500.00</b>					
9. Name and Address of Current Registered Agent <b>Mettler, Peter W. 140 Royal Palm Way Suite 202 Palm Beach, FL 33480</b>				10. If Changed, new registered agent/office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City <b>FL</b> Zip Code	
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). Thereby 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 _____					
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>					
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					
<b>Winthrop Venture Management, Inc.</b>		<b>140 Royal Palm Way Suite 202</b>		<b>Palm Beach, FL 33480</b>	
<b>F97000005061</b>					
		<b>8000002882519--9 -05/21/99--01077--003 ****526.25 ****526.25</b>			
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>					
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 _____ Typed or Printed Name of General Partner Signing Form: <b>Winthrop Venture Management, Inc. Earl T. Shannon, its President</b>				DATE <b>5-14-99</b> Telephone Number <b>954-474-8177</b>	

CR2E039 (12/98)

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**WINTHROP VENTURE MANAGEMENT, INC.**

May 14, 1999

Document Number B97000000600

Dave Mann  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32399


Dear Mr. Mann:

The original Annual Report for the Winthrop Venture Fund, Ltd. was filed in December 1998. Until receiving a letter of revocation, it was my understanding that the report was accepted and the Partnership was current. The report was apparently lost or there was an error in processing. Therefore, I am resubmitting an application.

Enclosed, please find an application for the reinstatement of The Winthrop Venture Fund, Ltd. and check #1029 for \$526.25.

Please contact me should you have any questions.

Sincerely,



Winthrop Venture Management, Inc.  
Earl T. Shannon, its President

Enclosures (2)