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April 25, 2002

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****87.50 *****87.50

Re: **Winthrop Management Corp.**

Dear Sir or Madam:

This firm represents **Winthrop Management Corp.**, a Delaware, for profit corporation.

Enclosed please find my client's completed and original Application by Foreign Corporation for Authorization to Transact Business in Florida as well as an original Certificate of Existence and a Certificate of Incorporation. Also enclosed is my firm's check in the amount of \$87.50, representing the \$70.00 filing fee, \$8.75 for a Certificate of Status, and \$8.75 for a Certified Copy of the Application.

Please return the certified copy of the application and certificate of status to this office as soon as possible. Your anticipated cooperation and prompt attention to this matter is greatly appreciated.

Very truly yours,


Andrew Merlo

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APR 25 PM 6:12
TALLAHASSEE, FLORIDA
DIVISION OF STATE
CORPORATIONS

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Quarrels	DCC
Enclosures	DCC
Editor	DCC
Management	
W. P. Verifier	DCC

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. WINTHROP MANAGEMENT CORP.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 03-0407654
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/7/02 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. WINTHROP MANAGEMENT CORP. 11318 KONA COURT, BOYNTON BEACH, FL 33437
(Principal office address)
SAME
(Current mailing address)
8. MAKE INVESTMENTS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: GERALD BAIZEN
Office Address: 11318 KONA COURT
BOYNTON BEACH, FL 33437, Florida
(City) (Zip code)

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TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Gerald Baizen
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: GERALD BAIZEN

Address: 11318 KONA COURT
BOYNTON BEACH, FL 33437

Vice Chairman: _____

Address: _____

Director: GERALD BAIZEN

Address: 11318 KONA COURT
BOYNTON BEACH, FL 33437

Director: _____

Address: _____

B. OFFICERS

President: GERALD BAIZEN

Address: 11318 KONA COURT
BOYNTON BEACH, FL 33437

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Gerald Baizen Pres.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GERALD BAIZEN PRES.
(Typed or printed name and capacity of person signing application)

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Delaware

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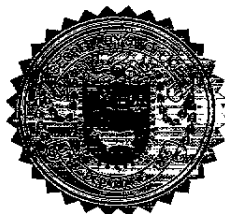
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINTHROP MANAGEMENT CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 2002.

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SECRETARY OF STATE
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1683570

DATE: 03-22-02