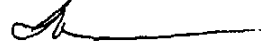


**FILED**  
**Mar 22, 2004 8:00 am**  
**Secretary of State**

03-22-2004 90080 004 \*\*\*163.75

**FOR PROFIT CORPORATION**  
**UNIFORM BUSINESS REPORT (UBR)**

**24026929**

<b>DOCUMENT #</b> P92000007676			
<b>1. Entity Name</b>			
Winterville Genpar III, Inc.			
<b>DO NOT WRITE IN THIS SPACE</b>			
<b>2. Principal Place of Business</b> 5811 Beltline Road Suite, Apt. #, etc.		<b>3. Mailing Address</b> 5811 Beltline Road Suite, Apt. #, etc.	
<b>City &amp; State</b> Dallas, TX		<b>City &amp; State</b> Dallas, TX	
<b>Zip</b> 75240	<b>Country</b> USA	<b>Zip</b> 75240	<b>Country</b> USA
		<b>4. FEI Number</b> 59-3153924	<b>Applied For</b> Not Applicable
		<b>5. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required	
<b>DO NOT WRITE IN THIS SPACE</b>		<b>7. Name and Address of Current Registered Agent</b>	
		Name The Prentice-Hall Corporation System, Inc.	
		Street Address (P.O. Box Number is Not Acceptable) 1201 Hays Street	
		Suite 105 City Tallahassee <b>FL</b> Zip Code 32301	
<b>8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.</b>			
<b>SIGNATURE</b> Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE			
January 1 - May 1 Fee is \$150.00 After May 1, Fee is \$350.00 Amended UBR is \$81.25 Make Check Payable to Florida Department of State		<b>9. Election Campaign Financing</b> <input type="checkbox"/> \$5.00 May Be Added to Fees Trust Fund Contribution.	
<b>10. OFFICERS AND DIRECTORS</b>			
<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	<b>ID</b> Diamond, James 700 Lawrence Ave., West Ste 350 Toronto, CA	<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	
<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	<b>ID</b> Lee, Jack 5140 Yonge Street, #1525 Willowdale, On	<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	
<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP		<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	<b>DO NOT WRITE IN THIS SPACE</b>
<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP		<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	
<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP		<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	
<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP		<b>TITLE</b> NAME STREET ADDRESS CITY-ST-ZIP	
<b>12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or on an attachment with an address, with all other like empowered.</b>			
<b>SIGNATURE:</b>  LARRY KRAUSS		<b>Feb. 12, 2004</b>	<b>912-788-0999</b>
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR		Date	Daytime Phone #