FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT





FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State DIVISION OF CORPORATIONS

DOCUMENT #

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

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1. Hame of Chilled Children	A29179				
AMERICAN EQUITIES LTD. NO	.6		1 18018H (1018 11018 1010) 11014 	11010 1211 81611 81611 91811 81811 81811 81811 81811 	
Mailing Address Principal Office Address 2300 CORAL WAY, CANTELOP BLDG., STE. 200 2300 CORAL WAY, CAN		BLOG. STE. 200	3. Date Formed or Registered 10/31/1989	5a. Capita. Contributions as Shown on record	
MIAMI FL 33145	MIAMI FL 33145		3a. Date of Last Report 12/29/1995	\$180,000.00 5b. Arrount of Capital Contributions in FLORIDA	
2. Mailing Address 2300 CORAL WAY	2a. Principal Office Address 2300 CORAL WAY		4. State or Country of Formation	\$ 180,000.00	
Suite, Apt. #, etc. SUITE 200, CANTELOP BLDG	SUITE 200, CANTELOP BLDG		6. FEI Number 65-0162209	Applied For Not Applicable	
City & State MIAMI FLORIDA	City & State MIAMI FLORIDA		7. Certificate of Status Desired	\$8.75 Add tional Fee Required	
Zip 33145 Country	Zip Country 33145		Fee Required Nake check payable to Dept of State (See reverse side for fee information		
9. Name and Address of Current I	Registered Agent	T	10. If changed new Register	red Agent/Office	
AMADA CANTERA LOPEZ FLORIDA ANNUAL REPORT SERVICES, INC. 2300 CORAL WAY, CANTELOP BLDG., STE. 200 MIAMI FL 33145		Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City			
10a. Pursuant to the provisions of sections 620.1051 and for the purpose of changing its registered office operagent. I am familiar with, and accept the obligations SIGNATURE (Registered Agent Accepting Appointment). A GENERAL PARTNER THAT I	egiste ed agent, or both the State of Flood section by 192, by rida section by	LIMITED P	ARTNERSHIP OR OTH	the State of Florida, submits this statement ereby accept the appointment of registered	
11. Name(s) of General Partner(s)	11a. Address of Each Genera (Do NOT Use Post Office B		1b. City, State & Zip Code	11c. Registration/ Document Number	
UPSIDE, INC.	2300 CORAL WAY, CANTE		MIAMI FL 33145	M55650	
			-12/26	10 379714 3/9601007008 576.25 ****576.25	
			-12/26	*0379714 5/9601007022 **8.75 ******8.75	

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. To hereby certify that the information supplied with this firing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(x). Florida Statutes in release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(x) in the event that the information supplied is decried exempt from public access if 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 each. 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 12/10/96

Typed or Printed Name of General Partner Signing Form AMADA LOPEZ-CANTERA, SECRETARY Daytime Telephone Number 305 - ..854-1040