FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999

AMERICAN EQUITIES LTD. NO. 4



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

DOCUMENT# A28966

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Mailing Address	Principal Office Address	3. Date Formed or Registered	5a. Capital Contributions as Shown on record.	
2300 CORAL WAY	2300 CORAL WAY	09/26/1989	\$100,000.00	
SUITE 200. CANTELOP BLDG	SUITE 200. CANTELOP BLDG	3a. Date of Last Report	\$ 100,000,00	
MIAMI FL 33145	MIAMI FL 33145	12/30/1997	5b. Amount of Capital	
	-,	4. State or Country of Formation	Contributions in FLORIDA to date:	
2. Mailing Address 2300 CORAL WAY	2a. Principal Office Address 2300 CORAL WAY	FL	\$100,000.00	
Suite, Apt. #, etc.	Suite, Apt. #, etc.	6. FEI Number	Applied For	
SUITE 200, CANTELOP BLDG	SUITE 200, CANTELOP BLDG	65-0095349	Applied For Not Applicable	
City & State	City & State	00 0000040	- Not Applicable	
MIAMI FLORIDA	MIAMI FLORIDA	7. Certificate of Status Desired	\$8.75 Additional	
Zip Country	Zip Country		Fee Required	
33145	33145	8. Make check payable to: Dept. of	State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent	10. If changed, new Registered Agent/Office
AMADA CANTERA LOPEZ	Name FLORIDA ANNUAL REPORT SERVICES INC.
FLORIDA ANNUAL REPORT SERVICES	Street Address (P.O. Box Number Is Not Acceptable) 2300 CORAL WAY,
2300 CORAL WAY, CANTELOP BLDG., STE. 200	Suite, Apt. #, etc. SUITE 200, CANTELOP BLDG
MIAMI FL 33145	City MIAMI FL Zip Code 33145
10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the a	bove-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 any nt, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 20 192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number	
UPSIDE, INC.	2300 CORAL WAY, CANTE 2300 CORAL WAY, CANTELOP	MIAMI FL 33145 BLDG	M55650	
		60000274215		

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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 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	amora	Run	9	Louto	54
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Typed or Printed Name of General Partner Signing Form AMADA LOPEZ-CANTERA, Vice=Presidentaytime Telephone Number