

A060000/483

Florida Department of State
Division of Corporations
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Account Name : ARNSTEIN & LEHR LLP
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Butters Real Estate Fund VII, LLLP

Certificate of Status	0
Certified Copy	1
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December 15, 2006

ARNSTEIN & LEHR LLP

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SUBJECT: BUTTERS REAL ESTATE FUND VII, LLLP
REF: W06000053994

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet:

The registered agent must sign accepting the designation

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**CERTIFICATE
OF
LIMITED LIABILITY LIMITED PARTNERSHIP
OF
BUTTERS REAL ESTATE FUND VII, LLLP**

Pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned, being the sole General Partner of Butters Real Estate Fund VII, LLLP, a Florida limited liability limited partnership (the "Partnership"), hereby executes and submits for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Partnership is:
BUTTERS REAL ESTATE FUND VII, LLLP
2. The mailing address and street address of the Partnership currently is:
6820 Lyons Technology Circle, Suite 100
Coconut Creek, Florida 33073
3. The name and address of the agent for services of process on the Partnership are:
Malcolm Butters
6820 Lyons Technology Circle, Suite 100
Coconut Creek, Florida 33073
4. The name and address of the General Partner of the Partnership are:
BUTTERS CAPITAL VII, LLC
6820 Lyons Technology Circle, Suite 100
Coconut Creek, Florida 33073
5. The Partnership elects to be a limited liability limited partnership.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Liability Limited Partnership as General Partner, pursuant to the provisions of Section 620.1204 of the Florida Revised Uniform Limited Partnership Act of 2005.

Dated: December 7, 2006

BUTTERS CAPITAL VII, LLC, a Florida limited liability company, General Partner

By: _____
Malcolm Butters, Manager

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE
FOR LIMITED LIABILITY LIMITED PARTNERSHIP**

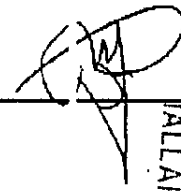
PURSUANT TO THE PROVISIONS OF SECTION 620.1114, FLORIDA STATUTES,
BUTTERS REAL ESTATE FUND VII, LLLP, SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT
IN THE STATE OF FLORIDA.

The name and the Florida address of the registered agent are:

Malcolm Butters
6820 Lyons Technology Circle, Suite 100
Coconut Creek, Florida 33073

*Having been named as registered agent and to accept service of process for the above
stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.*

Malcolm Butters



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