A22209

(Re	questor's Name)	<u></u>
(Ad	dress)	
(Ad	dress)	
(Cit	y/State/Zip/Phone	e #)
PICK-UP		MAIL
(Bu	siness Entity Nan	ne)
(Dc	cument Number)	<u></u>
Certified Copies	_ Certificates	s of Status
Special Instructions to	Filing Officer:	
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Office Use Only

STONE BIBER O'TOOLE & DELANO P.L.

MEMBER ADMITTED IN FLORIDA:

G. KRISTIN DELANO

FIRST CENTRAL TOWER 360 CENTRAL AVENUE, SUITE 1320 ST. PETERSBURG, FLORIDA 33701 TELEPHONE (727) 894-5422 FACSIMILE (727) 821-7788 gkdelano@sbodpl.com

> Reply To: St. Petersburg, Florida Office

CONTINENTAL PLAZA BUILDING 2701 TROY CENTER DRIVE, SUITE 400 TROY, MICHIGAN 48084

> TELEPHONE (248) 362-2030 FACSIMILE (248) 362-5568 E-MAIL sbo@sbopilc.com

> > 13 12

April 29, 2003

VIA OVERNIGHT DELIVERY

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

> RE: Southeast Capital Associates Seven, Ltd. FEI Number 59-2645207

To Whom It May Concern:

In accordance with your instructions, please find enclosed the following:

Certificate of Amendment to Certificate of Limited Partnership Check Number 1163 in the amount of \$52.50 for the Filing Fee

As requested, the name and phone number of the contact person is as follows:

G. Kristin Delano 727 894-5422

As requested, the name and address of the person to whom the acknowledgement should be addressed is as follows:

G. Kristin Delano Stone Biber O'Toole & Delano, P.L. 360 Central Avenue, Suite 1320 St. Petersburg, FL 33701

Should you have any questions or concerns whatsoever, please feel free to call me.

Very truly yours, 1-----G. Kristin Delano

Enclosures



May 1, 2003

G. KRISTEN DELANO STONE BIBER O'TOOLE & DELANO, P.L. 360 CENTRAL AVENUE SUITE 1320 ST. PETERSBURG, FL 33701

SUBJECT: SOUTHEAST CAPITAL ASSOCIATES SEVEN, LTD. Ref. Number: A22209

We have received your document for SOUTHEAST CAPITAL ASSOCIATES SEVEN, LTD. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

This amendment cannot be filed until the LLC is qualified, and because the LLC qualification has been rejected, we are holding your amendment and payment. When you reply about the LLC, please ALSO include a copy of this letter so that I o can file the two filings in order. Thank you.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers Document Specialist

Letter Number: 103A00026649

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

SOUTHEAST CAPITAL ASSOCIATES SEVEN, 40

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on <u>MARCH 14 1986</u>, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article IV of the Second Amended and Restated Certificate of Limited Partnership dated October 19, 1987 and filed with the Secretary of State of the State of Florida on December 18, 1987 is hereby deleted in its entirety, and the following Article IV is hereby substituted in lieu thereof:

"IV. GENERAL PARTNER

The name and business address of the sole General Partner is as follows:

J.J.M. Fund Management L.L.C., a Delaware limited liability company P. O. Box 267 St. Thomas, U.S. Virgin Islands 00804 MBZ-1582 DIVISION OF CORPORATION

There are no other modifications to the certificate of limited partnership of this partnership.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s) Signature of current general partner:

Signature(s) of new general partner(s), if applicable:

M FUND MANAGEMENT LLC