

Oct-31-03 03:57pm

From-LINDA LARREA

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Florida Department of State
Division of Corporations
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Account Name : LINDA LARREA, P.A.
Account Number : I19990000247
Phone : (305) 858-5558
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LIMITED PARTNERSHIP AMENDMENT

AMERICAN EQUITIES LTD. NO. 4

Certificate of Status	1
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
AMERICAN EQUITIES LTD NO.4
A Florida Limited Partnership**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on July 16, 1987, and which was amended by Certificates filed on March 24, 1988, and September 26, 1989, adopts the following certificate of amendment to its Certificate of Limited Partnership.

AMENDMENTS:

FIRST: As a result of transfers of Limited Partnership interests, the Limited Partnership is now comprised of the following partners:

a. General Partner

Upside, Inc.
150 Alhambra Circle, Suite 800
Coral Gables, FL 33134

b. Limited Partners

S&K Beteiligungs, Ltd.
Citco Building, Wickhams Cay, P.O. Box 662
Road Town, Tortola, British Virgin Islands

Franceville Capital Corp.
Citco Building, Wickhams Cay, P.O. Box 662
Road Town, Tortola, British Virgin Islands

SECOND: The principal office and place of business of the Limited Partnership is 150 Alhambra Circle, Suite 800, Coral Gables, FL 33134

THIRD: The Limited Partnership's registered office is located at 150 Alhambra Circle, Suite 800, Coral Gables, FL 33134, and its registered agent is S&K Property Management, Inc., 150 Alhambra Circle, Suite 800, Coral Gables, FL 33134.

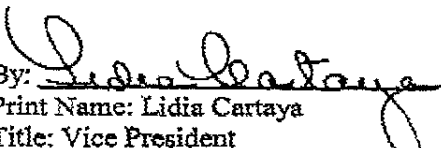
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FOURTH: Signature: The undersigned, being the sole current general partner has hereunto set its hand and seal as of the 10/22/03.

Upside, Inc.

By: 
Print Name: Lidia Cartaya
Title: Vice President