

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

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 DEC 29 AM 8:52 <i>mtm</i> 1/13 	
1. Name of Limited Partnership AMERICAN EQUITIES LTD. NO.6		1a. DOCUMENT # A29179		3. Date Formed or Registered 10/31/1989	
Mailing Address 2300 CORAL WAY SUITE 200, CANTELOP BLDG MIAMI FL 33145		Principal Office Address 2300 CORAL WAY SUITE 200, CANTELOP BLDG MIAMI FL 33145		3a. Date of Last Report 12/30/1997	
2. Mailing Address 2300 CORAL WAY Suite, Apt. #, etc. SUITE 200, CANTELOP BLDG City & State MIAMI FLORIDA Zip 33145		2a. Principal Office Address 2300 CORAL WAY Suite, Apt. #, etc. SUITE 200, CANTELOP BLDG City & State MIAMI FLORIDA Zip 33145		4. State or Country of Formation FL	
				5a. Capital Contributions as Shown on record. \$180,000.00	
				5b. Amount of Capital Contributions in FLORIDA to date: \$180,000.00	
				6. FEI Number 65-0162209 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				7. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
				8. Make check payable to: Dept. of State (See reverse side for fee information)	

9. Name and Address of Current Registered Agent FLORIDA ANNUAL REPORT SERVICES INC. 2300 CORAL WAY, STE. 200, CANTELOP BLDG. MIAMI FL 33145		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) 7000002742157--0 Suite, Apt. #, etc. -01/14/99--01095--011 City *****8.75 *****8.75 FL	
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-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 agent, 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 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) *[Signature]* DATE *Dec 28/98*

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 BLDG	MIAMI FL 33145	M55650
			7000002742157--0 -01/14/99--01095--012 *****526.25 *****526.25

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 *[Signature]* V.P. DATE *12-22-98*

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

CR2E003 (8/88)