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. 7



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

DOCUMENT# A29371

98 DEC 29 AM 8: 53



Principal Office Address	3. Date Fo
2300 CORAL WAY	12/15
SUITE 200. CANTELOP BLDG	3a. Date
MIAMI FL 33145	12/30
	4. State or
2a. Principal Office Address	
2300 CORAL WAY	FL
	2300 CORAL WAY SUITE 200. CANTELOP BLDG MIAMI FL 33145 2a. Principal Office Address

5a. Capital Contributions as Shown on record. ormed or Registered 5/1989 \$90,000.00 of Last Report)/1997 **5b.** Amount of Capital Contributions in FLORIDA to date: Country of Formation \$ 90,000.00 Suite, Apt. #, etc. Suite, Apt. #, etc. 6. FEI Number Applied For SUITE 200, CANTELOP BLDG SUITE 200, CANTELOP BLDG Not Applicable 65-0180891 City & State City & State MIAMI FLORIDA MIAMI FLORIDA 7. Certificate of Status Desired 図 \$8.75 Additional Fee Regulred Country Country 8. Make check payable to: Dept. of State (See reverse side for fee information) 33145 33145

9. Name and Address of Current Registered Agent	10. If changed, new Registered Agent/Office
AMADA CANTERA LOPEZ FLORIDA ANNUAL REPORT SERVICES, INC. 2300 CORAL WAY, CANTELOP BLDG., STE. 200 MIAMI FL 33145	Name FLORIDA ANNUAL REPORT SERVICES INC.
	Street Address (P.O. Box Number Is Not Acceptable) 2300 CORAL WAY,
	Suite, Apt. #, etc. SUITE 200, CANTELOP BLDG
	City MIAMI FL 33145

Pursuant to the provisions of sections 620.1051 and 620.1952, 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 10a. Pursuant to the provisions of sections 620.1051 and 620.192, agent. I am familiar with, and accept the obligations of

SIGNATURE (Registered Agent Accepting Appointment

A GENERAL PARTNER THAT IS A CORPORATION. LÌMÍTED PARTNERSHIP OR OTHER BÚSINÉSS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE

11. Name(s) of General Partner(s)	11a. (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Document Number
UPSIDE, INC.	2300 CORAL WAY, CANTE 2300 CORAL WAY, CANTELOP	MIAMI FL 33145	M55650
		8000027 -01/14/ ****528	7421587 9901095013
			3.25 ****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.

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