OCUMENT #	Δ29371	

1. Entity Name

MIAMI FL 33145

AMERICAN EQUITIES LTD. NO. 7

Principal Place of Business 2300 CORAL WAY SUITE 200, CANTELOP BLDG

9. Capital Contributions

Mailing Address 2300 CORAL WAY SUITE 200. CANTELOP BLDG

MIAMI FL 33145-3511

APR 18 AM 9: 20 OF CRETARY OF STATE FALLAMASSILE, FLORIDA

11. MAKE CHECK PAYABLE TO DEPT. OF STATE

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Principal Place of Business 3. Mailing Address				- I YODIDET HANA KIANA KIANA SANDA KININ NADAR NIAN ANDAK ERAKI ANDAK ERANI ARANI ANDAK ERANI ARANI ANDAK ERANI ANDAK					
1717 N. I	Bayshore <u>Drive</u>	1717 N. Ba	yshor	e Drive	_				
Suite, Apt. #, etc.		Suite, Apt. #, etc.			DO NOT WRITE IN THIS SPACE				
Suite 208		Suite 208							
City & State Miami, Florida		City & State Miami, Florida		4. FEI Number 65-0180891		L.	Applied For		
							Not Applicable		
Zip	Country	Zip	Coun	try	5. Certificate of Status Desired			\$8.75 Additional	
33132	USA	33132	USA		5. Certificate of Status Beside		Fee Required		
6. Name and Address of Current Registered Agent				7. Name and Address of New Registered Agent					
FLORIDA ANNUAL REPORT SERVICES, INC. 2300 CORAL WAY, CANTELOP BLDG., STE 200			Name S & K PROPERTY MANAGEMENT INC.						
			Street Address (P.O. Box Number is Not Acceptable) 1717 No. BAYSHORE DRIVE SUITE 203						
MIAMI FL 33145									
				City MIA	MI	F	Zip	33132	

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. SIGNATURE Signatu LIDIA CARTAYA, VICE-PRES. (NOTE: Registered Agent signature required when reinstating) e of registered agent and title if applicable

\$90,000.00 SEE REVERSE SIDE FOR FEE INFORMATION in FLORIDA to date. as Shown on record. A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

10. Amount of Capital Contributions

NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner. ADDRESS CHANGES ONLY GENERAL PARTNER INFORMATION 12. M55650 DOCUMENT # STREET ADDRESS UPSIDE, INC. 1717 No. BAYSHORE DRIVE, SUITE # 208 NAME 2300 CORAL WAY, CANTELOP BLDG., STE. 200 STREET ADDRESS CITY-ST-ZIP **MIAMI FL 33145** CITY - ST - ZIP MIAMI, FL 33132 DOCUMENT # STREET ADDRESS 00 3225 70 --- 0 -04/26/00 -- 01092 -- 007 **** 526, 25 **** 526, 25 MAKE STREET ADDRESS CITY-ST-ZIP ****526.25 CITY-ST-ZIP DOCUMENT# STREET ADDRESS NAME STREET ADDRESS <u>, 000000335555370</u> CITY - ST - ZIP CITY-ST-ZIP -04/26/00--01092---008 DOCUMENT # STREET ADDRESS *****8.75 米米米米米名。7年 NAVE TREET ADORESS CITY-ST-ZIP CITY-ST-ZIP STREET ADDRESS NAME STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAME STREET ADORESS CITY-ST-ZIP CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trusted empowered to execute this report as required by Chapter 620, Florida Statutes

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED DAME OF SIGNING GENERAL PARTNER

BY LIDIA CARTAYA, SECRETARYES OF GENERAL PARTNERSHIP.

(305)854-1040 Pone # 3/31/00