UNIFORM BUSINESS REPORT (UBR)							
DOCUMENT # A29371  1. Entity Name AMERICAN EQUITIES LTD. NO. 7						03 MAY -9 AM 9:44	
Principal Plac 150 ALHAMBR/ CORAL GABLE		S NITE 800)	Mailing Address 150 ALHAMBRA CIRCLE. SUITE 800 CORAL GABLES FL 33134		0	SEGNATARY OF STATE TACEAHASSEETEEORID,	
2. Principal P	lace of Busin	ness	3. Mailing Addre	3. Mailing Address			
Suite, Apt.	#, etc.		Suite, Apt. #, etc.			CUE BY MAY 1, 2003	
City & State			City & State			4. FEI Number 65-0180891 Applied For Not Applicable	
Zìp			Zip	Country		5. Certificate of Status Desired \$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent					Name	7. Name and Address of New Registered Agent	
S & K PROPERTY MANAGEMENT, INC. 150 ALHAMBRA CIRCLE, SUITE 800 CORAL GABLES FL 33134					Street Address (P.O. Box Number is Not Acceptable)		
					City FL Zip Code		
3. 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. I am familiar with, and accept the obligations of registered agent.							
SIGNATURE -							
Signature, typed or printed name of registered agent and title if applicable.  9. Capital Contributions as Shown on record.  \$2,500,000.00  10. Amount of Capital in FLORIDA to date							
A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.  NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.							
12. GENERAL PARTNER INFORMATION					13. ADDRESS CHANGES ONLY		
OCUMENT #	M55650 UPSIDE, INC.				EET ADDRESS	,	
NAME STREET ADDRESS CITY-ST-ZIP	ADDRESS 150 ALHAMBRA CIRCLE, SUITE 800			CITY	ODDO18685790 05/09/0301097039 **535.00		
CUMENT #				STRE	EET ADDRESS	038 008 04 04008 000 110008 00	
STREET ADDRESS CITY-ST-ZIP				СІТУ	-ST-ZIP		
OCUMENT #	·			STRE	EET ADDRESS		
STREET ADDRESS CITY-ST-ZIP				CITY	-ST-ZIP		
DOCUMENT # IAME STREET ADDRESS				STRE	EET ADDRESS		
CITY-ST-ZIP				CITY	-ST-ZIP		
DOCUMENT #  IAME ITREET ADDRESS		,			EET ADDRESS	, <u> </u>	
HTY-ST-ZIP					-ST-ZIP		
IAME STREET ADDRESS					EET ADDRESS	,	
HTY-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 trustee empowered to execute this report as required by Chapter 620, Florida Statutes

**SIGNATURE:** 

デーク