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MIDLAND PROPERTIES LIMITED PARTNERSHIP VII

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CERTIFICATE OF DISSOLUTION FOR

MIDLAND PROPERTIES LIMITED PARTNERSHIP VII (Name of Florida Limited Partnership or Limited Limited Partnership) Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on April 17, 1990 hereby submits this , hereby submits this Certificate of Dissolution. FIRST: Reason for dissolution: (State why partnership is submitting dissolution) The partnership has wound up its business and sold all its assets. SECOND: A Notice of Dissolution is attached. (Check box if attached.) THIRD: Effective date, if other than the date of filing: December 26, 2006 (Effective date cannot be prior to nor more than 90 days after the date this document is filled by the Florida Department of State.) Signatures of each general partner or the person appointed pursuant to Filing Fee: Certified Copy (optional): Certificate of Status (optional):

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Wednesday, December 20, 2006 (7).max