2004 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# A95000001670

Entity Name: DOWNTOWN CAPITAL, LTD.

FILED Mar 19, 2004 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

16900 N. BAY RD., SUITE 1815 2772 QUANTUM LAKES DR. SUNNY ISLES BEACH, FL 33160 BOYNTON BEACH, FL 33426 US

Current Mailing Address: New Mailing Address:

171 BOUL DE MORTAGUE 2772 QUANTUM LAKES DR. BOUCHRVILLE, QUEBEC, CANADA, J4B6G4 BOYNTON BEACH, FL 33426 US

FEI Number: 65-0617370 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

GAETAN, MORIN 7105 VIA FIRENZE BOCA RATON, FL 33433 US

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:

Electronic Signature of Registered Agent Date

Capital Contributions as Shown on record: 2,683,416.00

Amount of Capital Contributions in Florida to date: 2,683,416.00

GENERAL PARTNER INFORMATION: ADDRESS CHANGES ONLY:

Document #:

Name: DOWN CAPITAL, INC.

 Address:
 16900 N. BAY RD., SUITE 1815
 Address:
 2772 QUANTUM LAKES DR.

 City-St-Zip:
 SUNNY ISLES BEACH, FL 33160
 City-St-Zip:
 BOYNTON BEACH, FL 33426

I hereby certify that the information supplied with this filing does not qualify for the 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 electronic 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: FRANÇOIS VALLET ST 03/19/2004