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B000000000003

May 3, 2002

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


Dear Sir or Madam:

The documents attached to this cover letter are my company's UBRs and Amendments. Nannette Causseaux said that the late fee would be waived since I couldn't do the filing online. If there are any questions contact me:

Terry Armstrong
3350 Riverwood Pkwy, Ste 1500
Atlanta, GA 30339
(770)618-3546
tarmstrong@bvt.com

FILED
02 MAY -7 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,


Terry Armstrong
Property Accountant

500005637325--6
-05/29/02--01033--016
****578.75 *****52.50

B00-3
OK
FF \$52.50

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

U.S. Retail Income Fund VII, Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

DELETE GENERAL PARTNER:
DOCUMENT# F94000005615

ADD GENERAL PARTNER:
DOCUMENT# F01000003501

BUT Institutional Investments, Inc.
3350 Riverwood Pkwy, SE 1500
Atlanta, GA 30339

Melanie Bunting
(Signature of a General Partner)

MELANIE BUNTING

(Typed or printed name of General Partner signing above)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY - 7 AM 10:31

FILED

STATE OF Georgia

COUNTY OF Cobb

On this 2nd day of May, 2002, Melanie Bunting personally
appeared before me,



who is personally known to me



whose identity I proved on the basis of _____

Carol A. Boyer
(Notary Public Signature)

Carol A. Boyer
(Notary's Printed Name)

Seal

My Commission Expires:

CAROL A. BOYER
NOTARY PUBLIC, COBB COUNTY, GEORGIA
MY COMMISSION EXPIRES SEPTEMBER 8, 2005