

2007 LIMITED LIABILITY COMPANY AMENDED ANNUAL REPORT

**FILED
Jun 29, 2007
Secretary of State**

DOCUMENT# L06000100614

Entity Name: AMERICAN CAPITAL REAL ESTATE PARTNERS, LLC

Current Principal Place of Business:

4779 COLLINS AVENUE,
TS4403
MIAMI BEACH, FL 33140

New Principal Place of Business:

4779 COLLINS AVENUE
TS4403
MIAMI BEACH, FL 33140

Current Mailing Address:

4779 COLLINS AVENUE
TS4403
MIAMI BEACH, FL 33140

New Mailing Address:

FEI Number: 20-5706468 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent:

ROGOVIN, LAWRENCE H
4000 HOLLYWOOD BLVD.
SUITE 265 SOUTH
HOLLYWOOD, FL 33021 US

Name and Address of New Registered Agent:

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

MANAGING MEMBERS/MANAGERS:

Title: MGRM () Delete
Name: AMERICAN CAPITAL FUN, D MANAGEMENT, I INC.
Address: 4779 COLLINS AVENUE, TS4403
City-St-Zip: MAIMI BEACH, FL 33140

ADDITIONS/CHANGES:

Title: MGRM (X) Change () Addition
Name: AMERICAN CAPITAL MAN, AGEEMENT, INC.
Address: 4779 COLLINS AVENUE, TS4403
City-St-Zip: MAIMI BEACH, FL 33140

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, 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 managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: ROBYN MARLIN

P

06/29/2007

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date