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February 23, 1999

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100002708801--4
-02/26/99--01079--005
*****35.00 *****35.00

Re: Application of Space Master Investments, Inc. ("SMI"),
a Foreign Company for Withdrawal of Authority to Transact
or Conduct Business in Florida

Dear Sir or Madam:

Enclosed please find the following items related to the above specified matter:

1. One original and one copy of Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida.
2. This Firm's check in the amount of \$35.00 to cover the withdrawal fee of your office.

Note that this Withdrawal of Authority application for SMI is being sent in conjunction with the Application of American Equities & Development, LLC, a Foreign Limited Liability Company ("AED, LLC"), for Authorization to Transact Business in Florida. SMI was converted into AED, LLC effective January 21, 1999, in the State of Georgia. Since the entities are the same, the transactions should be processed in order, first, the Withdrawal of Authority for SMI and second, the Application for Authorization of AED, LLC.

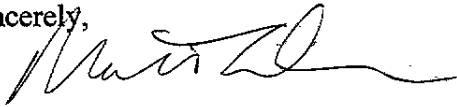
Please endorse your approval on the copy of the Application by Foreign Corporation for Withdrawal of Authority to Transact or Conduct Affairs in Florida, certify same and return it to the undersigned.

Withdr
TLL
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Division of Corporations
February 22, 1999
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If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Matthew E. Smith

MES/pam
Enclosures

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Space Master Investments, Inc.

(Name of Corporation)

Georgia

(Incorporated Under Laws Of)

FILED
99 FEB 26 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

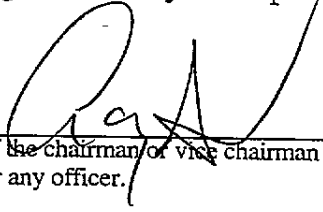
4151 Ashford Dunwoody Road, Suite 501

(Mailing Address)

Atlanta, Georgia 30319

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board,
president, or any officer.

Assistant Secretary

Title

Craig A. Wagner

Typed or printed name

1/19/99

Date