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September 20, 2001

Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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Re: *Phelan, Marguerite J. CORP.*
Our File no. 1502.5

Dear Sir/Madam:

Enclosed is the Uniform Business Report for the Phelan Family Limited Partnership and a check in the amount of \$541.25 for the filing fee and supplemental filing fee. Also enclosed is an Amended Certificate of Limited Partnership reflecting a change in the General Partner and a check in the amount of \$52.50 for filing of the Amendment.

In April we contacted the Division of Corporations to advise that we had not received a Uniform Business Report (UBR) and to inquire when the deadline was for filing the annual UBR with the Secretary of State. We were informed at that time that the Partnership was not required to file the UBR until the end of the year and that the UBR form would be mailed to us later in the year date. Subsequently, earlier this month we received the enclosed UBR form for filing. This UBR form was the first request received by the Partnership for 2001. Therefore, we respectfully request that the late fee for filing of the UBR be waived.

Very truly yours,

Blake W. Kirkpatrick

BWK/
Enclosures
cc: Marguerite J. Phelan

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DIVISION OF CORPORATIONS
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**AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
FOR PHELEN FAMILY LIMITED PARTNERSHIP**

The undersigned, being desirous of forming a limited partnership under the laws of the State of Florida, does hereby certify as follows:

1. The name of the limited partnership is Phelen Family Limited Partnership (the "Partnership").

2. The mailing address for the principal office of the Partnership in the State of Florida is located at 6001 Pelican Bay Blvd., #704, Naples, Florida 34108, or at such other location in the State of Florida as the General Partner may determine from time to time. The name and address of the agent for service of process shall be Joe B. Cox, c/o Cox & Nici, 3001 Tamiami Trail North, Suite 100, Naples, Florida 34103.

3. The name and the business address of the general partner of the Partnership is Marguerite J. Phelen, as Trustee of the Marguerite J. Phelen Revocable Trust dated 4/20/92, as amended, with a business address at 6001 Pelican Bay Blvd., #704, Naples, Florida 34108 (the "General Partner").

4. The latest date upon which the Partnership is to dissolve is December 31, 2025.

IN WITNESS WHEREOF, the undersigned has duly executed this certificate of Limited Partnership as of the 19 day of Sept, 2001.

By: Marguerite J. Phelen
Marguerite J. Phelen, as Trustee of the
Marguerite J. Phelen Trust Dated 4/20/92,
as amended, General Partner

Joe B. Cox, having been designated to act as registered agent, hereby agrees to act in such capacity.

Joe B. Cox
Joe B. Cox

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