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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Barron Collier Investments LTD
(Name of Limited Partnership)

DOCUMENT NUMBER: A95000002010

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Louisa Waller
(Name of Person)

Barron Collier Investments LTD
(Firm/Company)

2600 Golden Gate Parkway
(Address)

Naples FL 34105
(City/State and Zip Code)

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For further information concerning this matter, please call:

Louisa Waller at (239) 262-2600
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee & Certificate of Status
- \$105.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$113.75 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

BARRON COLLIER INVESTMENTS LTD

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. Of State on December 22, 1995 adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment:

Article number 6

All general partners and limited partners remain the same.

This is a change of trustees only for the Trust of Juliet C Sproul
Under the will of Barron Collier Jr, deceased.

Current Trustees are listed separately on the UBR annual report as follows:

Juliet C Sproul, Harold S Lynton and Katherine G Sproul as trustees for Juliet C Sproul
Under the will of Barron Collier Jr, deceased,

Change Trustees as follows:

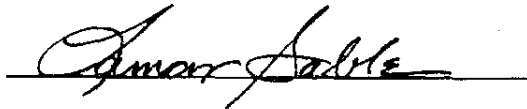
Katherine G Sproul, Juliet A Sproul and Jennifer S Sullivan as trustees for Juliet C Sproul
Under the will of Barron Collier Jr, deceased,

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State

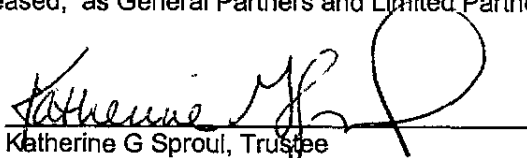
THIRD: Signatures:

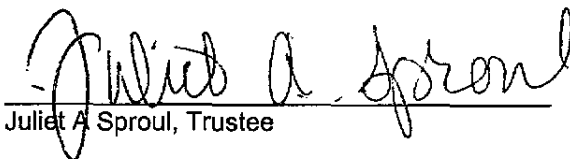
As stated above all general partners and limited partners remain the same, this amendment only changes the trustees for the Trust of Juliet C Sproul Under the will of Barron Collier Jr, deceased,

Signature of current general partner:



Signatures of Trustees for the Trust of Juliet C Sproul Under the will of Barron Collier Jr, deceased, as General Partners and Limited Partners


Katherine G Sproul, Trustee


Juliet A Sproul, Trustee


Jennifer S Sullivan, Trustee

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