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BOLANOS TRUXTON, P.A.

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August 27, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/28/02--01034--014
*****52.50 *****52.50

Re: W-Ice, Ltd.

To whom it may concern:

Please find enclosed the Certificate of Amendment to the Certificate of Limited Partnership of W-Ice, Ltd. together with check number 6403 in the amount of \$50, which represents the filing fees.

If you have any questions or comments, please do not hesitate to call me at the number above.

Sincerely,

Wendi Cueva

Wendi Cueva

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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al

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
W - ICE LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, W - Ice Ltd., a Florida limited partnership, whose certificate was filed with the Florida Department of State on May 21, 1996, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST:

Article 2 is amended and restated in its entirety to read, as follows:

2. The address of the office of the Partnership is 12824 Yacht Club Circle, Fort Myers, Florida 33919.

Article 3 is hereby amended and restated in its entirety to read, as follows:

3. The name and address of the Agent for service of process of the Partnership is U.S. Investor Services, Inc., Attn: Rainer Filthaut, 4900 Tamiami Trail North, Naples, Florida 34103-3010

The change in Article 3 was authorized by the general partner.

Article 4 is amended and restated in its entirety to read, as follows:

4. The General Partner of the Partnership is: Henning Ventures, L.C., a Florida limited liability company, 12824 Yacht Club Circle, Fort Myers, Florida 33919.

Trion Ventures VI, Inc. has withdrawn as general partner.

Article 5 is amended and restated in its entirety to read, as follows:

5. The mailing address of the Partnership is 12824 Yacht Club Circle, Fort Myers, Florida 33919.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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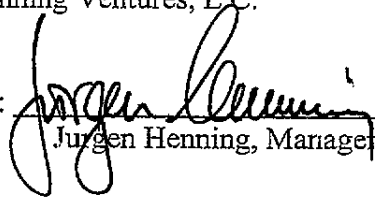
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SECOND: This Certificate of Amendment shall be effective as of the time of its filing with the Florida Department of State.

General Partner:

Henning Ventures, L.C.

By:


Jurgen Henning, Manager

Aug. 22, 2002

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE AND APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for W Ice, Ltd. a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT:

U.S. Investor Services, Inc.

By: 
Print Name: President
Title: Rainer N. Filthaut

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TALLAHASSEE, FLORIDA

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