

A03000001309

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

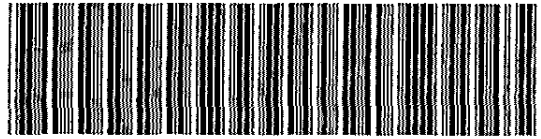
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CARLAINE PROPERTIES, LTD.
(Name of Limited Partnership)

DOCUMENT NUMBER: A03000001309

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

Please return all correspondence concerning this matter to the following:

Frank C. Wheeler, Esq.
(Name of Person)

Charles F. Wheeler, P.A.
(Firm/Company)

P.O.Box 1744
(Address)

Venice, FL 34284
(City/State and Zip Code)

For further information concerning this matter, please call:

Frank C. Wheeler, Esq. at (941) 485-5486
(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**

CARLAINE PROPERTIES, LTD.

(Insert name currently on file with Florida Dept. of State)

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 September 10, 2003, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

The name and address of all general partners is amended as follows:

Title G:
CAL VENTURES, INC.
8 Sorrento Drive
Osprey, FL 34229

590051

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

THIRD: Signature(s)

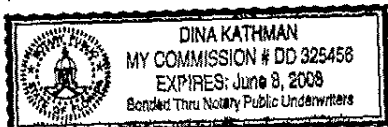
Signature of current general partner:

H. Lander Pitts

Signature(s) of new general partner(s), if applicable:

STATE OF FLORIDA
COUNTY OF SARASOTA

SUBSCRIBED AND SWORN to before me by H. Lander Pitts, who is personally known to me or who has produced identification on this 24th day of February, 2005. as



Dina Kathman
Notary Public, State of Florida

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SARASOTA COUNTY FLORIDA