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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Royal Douglas LTD.
(Name of Limited Partnership)

DOCUMENT NUMBER: A31053

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

Please return all correspondence concerning this matter to the following:

Dana F. Ponder
(Name of Person)

Dana F. Ponder, C.P.A.
(Firm/Company)

3141 W. Roxboro Road
(Address)

Atlanta, Georgia 30324
(City/State and Zip Code)

For further information concerning this matter, please call:

Dana F. Ponder at (404) 277-0234
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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|--|--|---|---|
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Certificate of Status | <input type="checkbox"/> \$105.00 Filing Fee &
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(additional copy is enclosed) | <input type="checkbox"/> \$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**

Royal Douglas 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 January 9, 1991, adopts the following certificate of amendment to its certificate of limited partnership.

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

CHANGE name of registered general partner to Dana F. Ponder who is also a limited partner
CHANGE Sharon Sutton to be a limited partner

See Attached minutes from a meeting of the General Partner's.

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:

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

Dana F. Ponder

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TALLAHASSEE, FLORIDA

Royal Douglas LTD.
November 25, 2004 Partner Meeting
Minutes

At a called meeting of the partner's held on November 25, 2004 at the Officer's Club at McDill Airforce Base the following partners were present: Sharon Sutton Fromhagen, Dana F. Ponder and Carol Sterrett.

As a result of new commitments for the current general partner, Ms. Sutton asked that she be replaced as a general partner. A discussion ensued regarding the ongoing structure of the partnership.

The decision was made to elect Dana F. Ponder of Atlanta, Georgia as the general partner. The limited partners would become Sharon Fromhagen Sutton and Carol Sterrett.

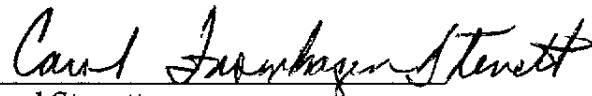
Upon a motion by Carol Sterrett, the change was unanimously approved.

Signed:



Dana F. Ponder

Sharon Sutton Fromhagen



Carol Sterrett

Date: November 25, 2004