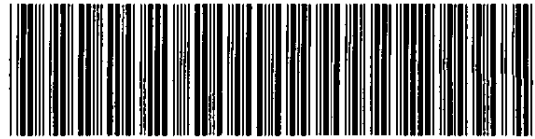


B.98000000429



700130269127

06/04/08--01016--018 ++52.50

FILED

08 JUN -4 AM 10:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

ICARD MERRILL

ATTORNEYS & COUNSELORS

Richard S. Webb, IV
Attorney at Law

2033 Main Street
Suite 600
Sarasota, FL 34237
941.366.8100
Fax: 941.366.6384
Mobile: 941.315.5458
rwebb@icardmerrill.com

icardmerrill.com

June 3, 2008

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Document #B9800000429 - Rosebay Investors LP

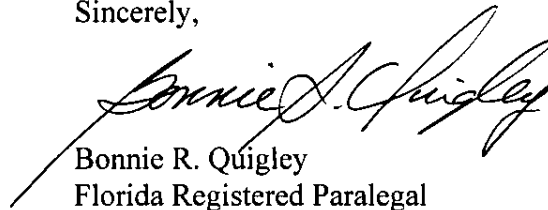
Dear Madam/Sir:

Enclosed herewith please find the following documents in order to correct the above-referenced entity name to **Rosebay Investors Limited Partnership**:

1. Amendment to Certificate of Authority for Foreign Limited Partnership - signed
2. California Certificate of Existence with Status in Good Standing dated Mary 29, 2008
3. Check in the amount of \$52.50 representing filing fee

Please return a filed copy of the Amendment to our office. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Bonnie R. Quigley
Florida Registered Paralegal

brq

Encs.

U:\rwebb\WILLIAMSROSEBAY\Div.Corp.Amend Name-06-03-08.wpd

FILED

08 JUN -4 AM 10: 47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
Rosebay Investors LP

2. The jurisdiction of its formation is: Nevada

3. The date the entity was authorized to transact business in Florida is: 06/30/1998

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:
Rosebay Investors Limited Partnership

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L P, LP, or Ltd
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L L LP or LLLP

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State)

Signature of a general partner:

Lori Brenning

Typed or printed name:

Lori Brenning, Managing Member of Rosebay Management, LLC, a Nevada limited liability company, as general partner of Rosebay Investors Limited Partnership, a Nevada limited partnership

Filing Fee: \$52.50
 Certified Copy (optional): \$52.50
 Certificate of Status (optional): \$8.75

SECRETARY OF STATE
TALLAHASSEE FLORIDA

08 JUN -14 AM 10:48

FILED

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ROSEBAY INVESTORS LIMITED PARTNERSHIP**, as a limited partnership duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 6, 1995, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on May 29, 2008.

ROSS MILLER
Secretary of State



Electronic Certificate
Certificate Number: C20080529-1464
You may verify this electronic certificate
online at <http://secretaryofstate.biz/>