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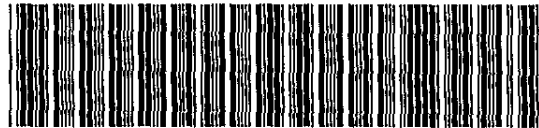
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NEWTON HOLDINGS, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

MARK C. OLSEN, ESQUIRE
(Name of Person)

MORGAN, OLSEN & OLSEN, LLP
(Firm/Company)

633 South Federal Highway, Suite 400-A
(Address)

Fort Lauderdale, Florida 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

MARK C. OLSEN at (954) 524-3111
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF NEWTON HOLDINGS, LLC**

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1. The name of the limited liability company is NEWTON HOLDINGS, LLC.
2. The Articles of Organization of the Company were filed February 20, 2003.
3. Articles IV and VI of the Articles of Organization are amended to reflect that KOCH, NEWTON & PARTNERS, S.L. is no longer a member and the members and their ownership percentages are as follows:

JOHN R. NEWTON, III and BARBARA A. NEWTON	88%
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BARBARA A. NEWTON	12%
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4. JOHN R NEWTON, III shall remain the Manager of this manager managed company.

The undersigned Manager has executed these Articles of Amendment to Articles of Organization of NEWTON HOLDINGS, LLC, this 24 day of February, 2006.



JOHN R. NEWTON, III, Manager