

NO1000002282

(Requestor's Name)

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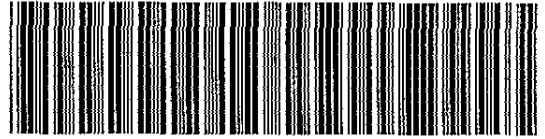
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Amendment
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Reply To:

Naples Office or

gmarler@becker-poliakoff.com

January 11, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Spoonbill Cove at Carlton Lakes, Inc.*

Dear Sir/Madam:

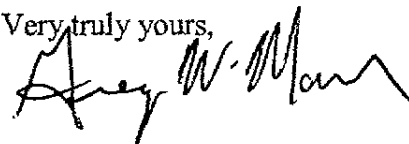
Enclosed herewith for recordation in the Public Records please find the following:

1. Articles of Amendment to Articles of Incorporation.
2. Articles of Merger.
3. Articles of Amended and Restated Articles of Incorporation.

Also enclosed is check number 1408 in the amount of \$105.00 to cover the cost of recording. A copy of these documents along with a self-addressed stamped envelope for return of the copy is enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,



Gregory W. Marler
for the Firm



Member of Consulegis,
an International Association
of Law Firms.

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Enclosures (as stated)

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People's Republic
of China

Tel Aviv,
Israel

Reply To:

Naples Office or

gmarler@becker-poliakoff.com

January 12, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Spoonbill Cove at Carlton Lakes, Inc.*

Dear Sir/Madam:

On January 11, 2006, I mailed the below referenced documents to your attention for filing:

1. Articles of Amendment to Articles of Incorporation.
2. Articles of Merger.
3. Articles of Amended and Restated Articles of Incorporation.

Please note that I neglected to enclose a self-addressed stamped envelope for return of a copy to my attention. Therefore, enclosed is the envelope and copy for your convenience.

Thank you for your attention to this matter.

Very truly yours,



Gregory W. Marler
for the Firm

 **CONSULEGIS** LLC
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an International Association
of Law Firms.

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GWM/ph
Enclosures (as stated)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Spoonbill Cove I at Carlton Lakes, Inc.

SECOND: The attached amendment to the Articles of Incorporation was adopted by the membership:

THIRD: The attached amendment to the Articles of Incorporation was adopted by the required vote of the members on the 14th day of DECEMBER 2005.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES: SPOONBILL COVE I AT CARLTON LAKES, INC.
(TWO)

Charleen A. McGill
Signature
Charleen A. McGill
Printed Name

BY: Robert J. Seidel
ROBERT J. SEIDEL, President

Date: 12-14-05

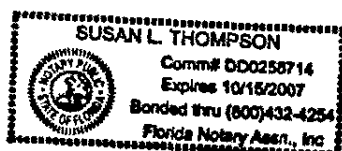
Susan L. Thompson
Signature
SUSAN L. THOMPSON
Printed Name

(CORPORATE SEAL)

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 14th day of DECEMBER, 2005 by ROBERT J. SEIDEL as President of Spoonbill Cove I at Carlton Lakes, Inc., a Florida Corporation, on behalf of the corporation. He/She is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



Susan L. Thompson
Notary Public
SUSAN L. THOMPSON
Printed Name

My commission expires: 10/16/07

AMENDMENT
ARTICLES OF INCORPORATION
OF
SPOONBILL COVE I AT CARLTON LAKES, INC.

Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

Proposed Amendment No. 1: Article I, Articles of Incorporation

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Spoonbill Cove I at Carlton Lakes, Inc., and its address is ~~6025 Carlton Lakes Blvd., Naples, FL 34110.~~ 1035 Collier Center Way, #7, Naples, FL 34110.

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