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COVER LETTER

TO: Amendment Section
Division of Corporations

FILED
05 FEB -3 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME OF CORPORATION: Rothwell Properties, Inc.

DOCUMENT NUMBER: P04000070216

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John E. Fothergill Jr.
(Name of Contact Person)

Rothwell Properties, Inc.
(Firm/ Company)

10662 Vanderbilt Drive
(Address)

Naples, FL 34108
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

John E. Fothergill Jr. at (239) 285-5400
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

The date of each amendment(s) adoption: January 28, 2005

Effective date if applicable: January 28, 2005
(no more than 90 days after amendment file date)

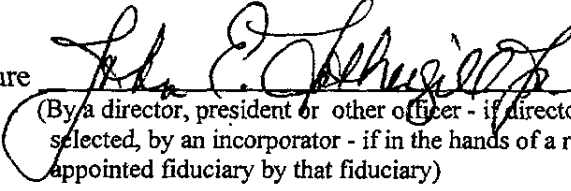
Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28 day of January, 2005.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John E. Fothergill Jr.
(Typed or printed name of person signing)

P/S/D
(Title of person signing)

FILING FEE: \$35