

4501 Tamiami Trail North  
Suite 300  
Naples, Florida 34103-3060  
941/262-5959  
FAX 941/434-4999  
<http://www.quarles.com>

Attorneys at Law in  
Milwaukee and Madison, Wisconsin  
West Palm Beach and Naples, Florida  
Phoenix, Arizona

Nicole M. Marginian  
Direct Line: (941) 659-5032  
Direct Fax: (941) 434-4939

**Quarles & Brady** LLP

P97000108964  
March 7, 2000

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

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-03/09/00--01066--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: *Windfall Ventures, Inc.*

Dear Sir or Madam,

Enclosed is the original Articles of Amendment to the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$35.00 which represents the filing fee. If you should have any questions, please do not hesitate to call.

Respectfully,

**QUARLES & BRADY LLP**

*Nicole M. Marginian*  
Nicole M. Marginian

NMM:ejt  
Enclosures as stated  
cc: Catherine A. Wright

**FILED**  
00 MAR -9 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ac 3/20  
amend*

**FIRST ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
FOR  
WINDFALL VENTURES, INC.  
(A Florida corporation)**

Pursuant to the provisions of Section 607.1001, Florida Statutes, the undersigned Florida corporation hereby adopts the following First Articles of Amendment to its Articles of Incorporation.

1. Article II is hereby amended to read as follows:

**"ARTICLE II.  
PRINCIPAL OFFICE/MAILING ADDRESS**

The street address of the principal office is:

256 Cheshire Way  
Naples, Florida 34110"

2. Article VI. is hereby amended to read as follows:

**"ARTICLE VI.  
DIRECTORS**

The name and street address of the person now constituting the Board of Directors is:

Catherine A. Wright  
256 Cheshire Way  
Naples, Florida 34110"

The foregoing Amendments were adopted by the shareholders and Board of Directors and the number of votes cast for the Amendment was sufficient for approval. The Amendment is to take effect immediately.

**FILED**  
00 MAR -9 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 10 day of January, 2000.

By: Catherine A. Wright  
Catherine A. Wright, as President

Attested by:

Robert Wright  
Robert Wright, as Secretary