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QUARLES BRADY LLP

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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

WINDELL VENTURES, INC.

Certificate of Status	1
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AMEND
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 2002

WINDFALL VENTURES, INC.
256 CHESHIRE WAY
NAPLES, FL 34110US

SUBJECT: WINDFALL VENTURES, INC.
REF: P97000108964

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000137733
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Please see attached corrected amendment.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**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 Articles of Amendment to its Articles of Incorporation.

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

**"ARTICLE IV.
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the registered agent and street address of the registered office of the Corporation is:

Naples-Lawdock, Inc.
4501 Tamiami Trail North, Suite 300
Naples, Florida 34103"

The foregoing Amendment was adopted by the shareholders and Board of Directors and the number of votes cast for the Amendment were sufficient for approval. The Amendment is to take effect immediately. This Amendment was adopted May 13, 2002.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation as of this 13 day of May, 2002.

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

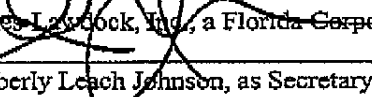
Attested by:

Robert Wright
Robert Wright, as Secretary

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REGISTERED AGENT ACCEPTANCE

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, Florida Statutes. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the Corporation has been notified in writing of this change.

Naples Laycock, Inc., a Florida Corporation
By: 
Kimberly Leach Johnson, as Secretary

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