## P98000086539

LAW OFFICES OF

## MAYER, KENNEDY & RANDOLPH

THE FORUM - TOWER A 1675 PALM BEACH LAKES BOULEVARD SUITE 700 WEST PALM BEACH, FLORIDA 33401

> (561) 683-2484 FAX: (561) 684-3142

EARL E. MAYER, JR.\*
P. TODD KENNEDY, P.A., LL.M. Taxation
JOHN W. RANDOLPH, JR., P.A., C.P.A., LL.M. Estate Planning
PAUL T. TRINLEY, LL.M. Taxation

\* Federal Tax Counsel to the Firm Admitted in Ohio Only, Practice Limited to Matters of Federal Tax Law 700003167657--3 -03/13/00--01140--002 \*\*\*2157.50 \*\*\*\*\*35.00

March 6, 2000

CERTIFIED MAIL, RETURN RECEIPT REQUESTED No. Z349 636 451

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: Rosenberg Family Investment Co., Ltd. and Rosenberg Holdings, Inc.

Dear Sir/Madam:

Enclosed please find the following documents with reference to the above limited partnership and corporation:

- 1. Original Application for Reinstatement for Limited Partnership for Rosenberg Family Investment Co., Ltd.;
- 2. An original and one (1) copy of a Certificate of Amendment to Certificate of Limited Partnership of Rosenberg Family Investment Co., Ltd; and
- 3. An original and one (1) copy of an Amendment to Articles of Incorporation of Rosenberg Holdings, Inc.

Please file the above documents and return one (1) copy of both the Certificate of Amendment and the Amendment to Articles of Incorporation, each stamped with the date and time the document has been accepted for filing, to our office using the enclosed self-addressed, stamped envelope.

NK

\$35.00-FF

VISHEPARD MAR 2 3 2000

Secretary of State March 6, 2000 Page 2

Also enclosed please find a check in the amount of \$2,157.50 to cover the partnership reinstatement fee and the required filing fees.

Please do not hesitate to contact me if you should have any questions.

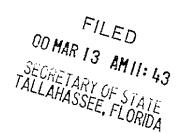
Sincerely,

MAYER, KENNEDY & RANDOLPH

Paul T. Trinley

PTT/tas
Encl.
C:\PUBLIC\ROSENBER.5\LTRS\SEC-ST.36

## AMENDMENT TO ARTICLES OF INCORPORATION OF ROSENBERG HOLDINGS, INC.



The undersigned, being the sole director and sole shareholder, for the purpose of changing the name of the Corporation, as provided under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., does hereby adopt this amendment to the Articles of Incorporation previously approved by the sole Shareholder of the Corporation:

## ARTICLE ONE

1.01 The name of the Corporation is changed to ROSE HOLDINGS, INC.

All original Articles of Incorporation not modified by this amendment are hereby reaffirmed and restated.

ROSE HOLDINGS, D.C.

By:

Gary J. Rose, President

DATE: 2000

C:\PUBLIC\ROSENBER.5\DOCS\ARTINC

C:\PUBLIC\ROSENBER.5\DOCS\ARTINC