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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

*cc 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