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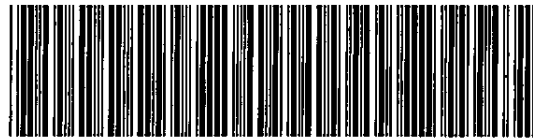
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RIO LAGO FLORIDA ACQUISITIONS, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JEFFREY D. LAVENHAR
(Name of Person)

RIO LAGO FLORIDA ACQUISITIONS, LLC
(Firm/Company)

5335 SO BIRCH COURT
(Address)

GREENWOOD VILLAGE, CO 80121
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JEFFREY D. LAVENHAR at (303) 221-2989
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

RIO LAGO FLORIDA ACQUISITIONS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 02/27/2004 and assigned document number L04000015905.

SECOND: This amendment is submitted to amend the following:

NEW MANAGER/MEMBERS:

Jeffrey D. Lavenhar, 5335 So. Birch Court, Greenwood Village, CO 80121

Len Goldberg, 155 Sol Madison, Suite 240, Denver, CO 80209

THE NEW MANAGER/MEMBERS ARE THE SOLE MANAGER/MEMBERS
AND REPLACE ALL FORMER MANAGER/MEMBERS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated February 5, 2007.



Signature of a member or authorized representative of a member

Jeffrey D. Lavenhar

Typed or printed name of signee

Filing Fee: \$25.00