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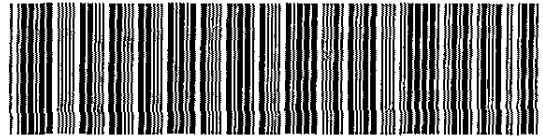
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DOLPHIN INVESTMENTS, L.L.C.
(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:

Louis E. Black

(Name of Person)

Black & Associates

(Firm/Company)

350 Fifth Avenue, Suite 6710

(Address)

New York, NY 10118

(City/State and Zip Code)

For further information concerning this matter, please call:

Louis E. Black

(Name of Person)

at (917)

656-6263

(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 &
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(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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

DOLPHIN INVESTMENTS, L.L.C.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on June 23, 2004 and assigned document number L04000047118.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

Article I of the Company's Articles of Organization is hereby amended to read in its entirety as follows:

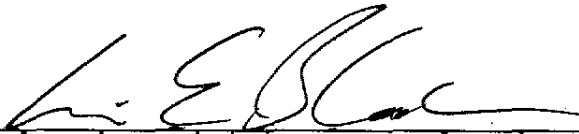
"ARTICLE I. NAME

The name of the limited liability company is Cleverventures Learning Fund No. 1, LLC (the "Company")."

Dated February 17, 2005.

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TALLAHASSEE, FLORIDA

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Signature of a member or authorized representative of a member

Louis E. Black

Typed or printed name of signee

Filing Fee: \$25.00