

L060000024901

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

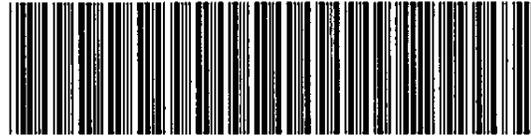
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900080906999

12/26/06--01021--008 \*\*55.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JAN -5 PH 3: 22

FILED

L06-24901  
OK



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 27, 2006

CARL-CHRISTIAN THIER  
200 S. ORANGE AVENUE, SUITE 2025  
ORLANDO, FL 32801

SUBJECT: CASTLE ROCK 25 PARTNERS, LLC  
Ref. Number: L06000024901

We have received your document for CASTLE ROCK 25 PARTNERS, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 606A00072675

2007 JAN -5 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Castle Rock 25 Partners, LLC

(Name of Limited Liability Company)

The enclosed member, managing member or manager resignation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Carl-Christian Thier

(Contact Person)

Jupiter USA, Inc.

(Firm/Company)

200 S. Orange Avenue, Suite 2025

(Address)

Orlando, FL 32801

(City/State and Zip Code)

For further information concerning this matter, please call:

Carl-Christian Thier

(Name of Contact Person)

at ( 407 ) 245-8360

(Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:

\$25 Filing Fee

\$55 Filing Fee &  
Certified Copy

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JAN -5 PM 3:22

FILED

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CASTLE ROCK 25 PARTNERS, 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:

CARL-CHRISTIAN THIER

(Name of Person)

JUPITER USA, INC.

(Firm/Company)

200 S. ORANGE AVENUE SUITE 2025

(Address)

ORLANDO, FL 32801

(City/State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JAN -5 PM 3: 22

FILED

For further information concerning this matter, please call:

MATTHEW FISCHER

(Name of Person)

at ( 407 ) 245-8360

(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)

RECEIVED  
JAN -5 AM 8:00  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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**

**CASTLE ROCK 25 PARTNERS, LLC**

(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The Articles of Organization were filed on 03/08/06 and assigned document number L06000024901.

**SECOND:** This amendment is submitted to amend the following:

1) PLEASE REMOVE/DELETE GREATLAND DEVELOPMENT, LLC AS MANAGER

2) ADD JUPITER USA, INC. AS MANAGER

2007 JAN -5 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FILED**

Dated Date of Filing, 2007.

See attached documents

Signature of a member or authorized representative of a member

Typed or printed name of signee

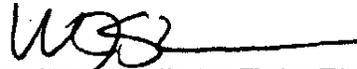
**Filing Fee: \$25.00**

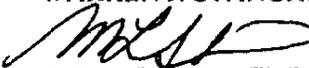
**RESIGNATION**

The undersigned, **GREAT LAND DEVELOPMENT, L.L.C.**, a Nevada limited liability company, hereby resigns, effective as of the date set forth below, in its capacity as Manager of **CASTLE ROCK 25 PARTNERS, LLC**, a Florida limited liability company.

Dated and effective as of November 8, 2006.

**GREAT LAND DEVELOPMENT, L.L.C.**, a Nevada limited liability company

By:   
WARREN J. STANCHINA, its Manager

By:   
MARY LYNN STANCHINA, its Manager

2007 JAN -5 PM 3: 22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ACTION OF THE MEMBERS AND THE MANAGERS  
TAKEN BY WRITTEN CONSENT WITHOUT A MEETING  
OF  
CASTLE ROCK 25 PARTNERS, LLC**

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned, being the all of the members (the "Members") and the sole manager (the "Manager") of **CASTLE ROCK 25 PARTNERS, LLC**, a Florida limited liability company (the "Company"), hereby consent to the following actions being taken and the following resolutions being adopted without a meeting and hereby direct that this written consent be delivered to the Company for inclusion in the minutes or filing with the records of the Company.

**Appointment of Manager**

**WHEREAS**, the Members deem it to be in the best interest of the Company to accept the resignation as Manager tendered by Great Land Development, L.L.C., a Nevada limited liability company ("Great Land") and appoint Jupiter USA, Inc., a Florida corporation ("Jupiter"), as the Manager of the Company.

**NOW, THEREFORE, BE IT RESOLVED**, that Jupiter be, and it hereby is, appointed as the Manager of the Company as of November 2, 2006.

**Loan Documents**

**WHEREAS**, the Members and the Manager deem it to be in the best interests of the Company, together with Dacono 25 Partners, LLC, a Colorado limited liability company, to borrow \$2,115,674.01 (the "Loan") from Stanchina Family Partners, LLC, a Florida limited liability company ("Stanchina LLC"), and pursuant thereto the Company shall enter into the following related agreements:

2007 JAN -5 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

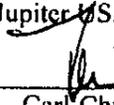
FILED

IN WITNESS WHEREOF, the undersigned have given their consent to the foregoing resolutions as of November 8, 2006.

**MEMBERS:**

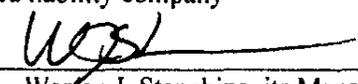
**US EURO EQUITY, LTD.**, a Florida limited partnership

By: Jupiter USA, Inc., its general partner

By:   
Carl-Christian Thier, President

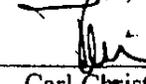
By:   
Wolfgang Dueren, Vice President

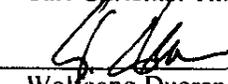
**GREAT LAND DEVELOPMENT, L.L.C.**, a Nevada limited liability company

By:   
Warren J. Stanchina, its Manager

**MANAGER:**

**JUPITER USA, INC.**, a Florida corporation

By:   
Carl-Christian Thier, President

By:   
Wolfgang Dueren, Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 JAN -5 PM 3:22

FILED