

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000095008
FILED 8:00 AM
September 28, 2006
Sec. Of State
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Article I

The name of the Limited Liability Company is:

MANHATTEN PASS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

8101 E PRENTICE AVE
STE 400
GREENWOOD VILLAGE, CO. 80111

The mailing address of the Limited Liability Company is:

8101 E PRENTICE AVE
STE 400
GREENWOOD VILLAGE, CO. 80111

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

NACE COHEN
287 BURNT PINE DR
NAPLES, FL. 34119

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: NACE COHEN

Article V

The name and address of managing members/managers are:

Title: MGRM
ROSCOMMON INVESTMENTS, LLC
8101 E PRENTICE AVE STE 400
GREENWOOD VILLAGE, CO. 80111

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Signature of member or an authorized representative of a member

Signature: GARY R GORMAN