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ACCOUNT NO. : 072100000032

REFERENCE : 361835 5059367

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 25.00

ORDER DATE : November 27, 2001

ORDER TIME : 2:33 PM

ORDER NO. : 361835-005

CUSTOMER NO: 5059367

CUSTOMER: Ms. Cami Ross
The Broe Companies, Inc.
252 Clayton Street
4th Floor
Denver, CO 80206

RECEIVED
01 DEC -7 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: ASPEN AMBERWOOD, LLC

100004714731--8

XX PROFIT

CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *VB*
12-10-01

01 DEC -7 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

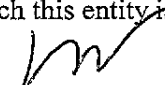
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Aspen Amberwood, LLC
2. Jurisdiction of its organization: Colorado
3. Date authorized to do business in Florida: December 13, 2000

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: Aspen Willowwood, LLC
6. If the amendment changes the period of duration, indicate new period of duration: _____
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

Robert J. Jacobs
Typed or printed name of signer

Filing Fee: \$25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC -7 AM 8:29

APPROVED
AND
FILED



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON FEBRUARY 9,
2001, CHANGING THE LIMITED LIABILITY COMPANY NAME OF

ASPEN AMBERWOOD, LLC
(COLORADO LIMITED LIABILITY COMPANY)

TO

ASPEN WILLOWWOOD, LLC

Dated: November 19, 2001

APPROVED
AND
FILED

01 DEC -7 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donetta Davidson

SECRETARY OF STATE