

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

|                                                                                                                                                 |                                                                                   |                                                                                                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| LIMITED LIABILITY COMPANY<br>ANNUAL REPORT<br>1998                                                                                              |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
| <b>FILING FEE \$ 188.75</b> Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee<br>Make Check Payable To: FLORIDA DEPARTMENT OF STATE |                                                                                   |                                                                                                           |

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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|                                                                            |                          |
|----------------------------------------------------------------------------|--------------------------|
| 1. Name and Mailing Address<br>of Limited Liability Company                | <b>DOCUMENT #</b> Z00419 |
| HORSESHOE PLANTATION, L.C.<br>1560 BROADWAY, SUITE 2200<br>DENVER CO 80202 |                          |

|                                         |
|-----------------------------------------|
| 1a. Principal Place of Business Address |
| RT. 1, BOX 67<br>TALLAHASSEE FL 32312   |

|                                |                     |
|--------------------------------|---------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| Suite, Apt. #, etc.            | Suite, Apt. #, etc. |
| City & State                   | City & State        |
| Zip                            | Country             |

|                                |                                                                                 |
|--------------------------------|---------------------------------------------------------------------------------|
| 3. Date Organized or Qualified | 3a. State of Formation                                                          |
| 07/24/1991                     | FL                                                                              |
| 4. FEI Number                  | <input type="checkbox"/> Applied For<br><input type="checkbox"/> Not Applicable |
| 59-3084669                     |                                                                                 |
| 5. Date of Last Report         | 6. Certificate of Status Desired                                                |
| 02/03/1997                     | \$8.75 Additional Fee Required <input type="checkbox"/>                         |

|                                                                        |
|------------------------------------------------------------------------|
| 7. Name and Address of Current Registered Agent                        |
| LAMB, MARION D., JR.<br>1972 RAYMOND DIEHL RD.<br>TALLAHASSEE FL 32308 |

|                                                    |          |
|----------------------------------------------------|----------|
| 8. Name and Address of New Registered Agent/Office |          |
| Name                                               |          |
| Street Address (P.O. Box Number is Not Acceptable) |          |
| Suite, Apt. #, etc.                                |          |
| City                                               | Zip Code |
| FL                                                 |          |

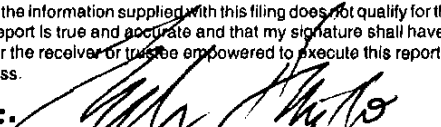
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

| 10. Title | Managing Members/Managers | Business Street Address | City, State and Zip Code |
|-----------|---------------------------|-------------------------|--------------------------|
| MEM       | HAMILTON, FREDERIC C.     | 1560 BROADWAY, #2200    | DENVER CO                |
| MEM       | HAMILTON, JANE M.         | 1560 BROADWAY, #2200    | DENVER CO                |

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\*\*\*\*188.75 \*\*\*\*188.75

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  Member 2/24/98 303-863-3012  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #