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ATTORNEYS AT LAW

PLEASE REPLY TO WINTER PARK, FL OFFICE

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July 16, 2004

Registration Section  
Limited Liability Companies  
Division of Corporations  
Florida Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Homes And Loans Direct LLC

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Amendment to the Articles of Organization of Homes And Loans Direct LLC changing this LLC to a manager-managed LLC. Also enclosed is a check in the amount of \$25.00 for the filing fee.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,



Richard D. Baxter, Esq.

RDB/clm  
Enclosures

cc: John Pena

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
HOMES AND LOANS DIRECT LLC**

**FIRST:** The name of the limited liability company is HOMES AND LOANS DIRECT LLC and the date of filing of its Articles of Organization was May 11, 2004.

**SECOND:** The following amendment to the Articles of Organization was adopted by the limited liability company by the action of all of its members on July 12, 2004:

Article V of the Articles of Organization is hereby deleted in its entirety and is replaced by the following new Article V:

**ARTICLE V - Management:**

The Limited Liability Company is to be managed by a manager or managers. The names and addresses of such managers who are to serve as managers, until they are removed or replaced in accordance with the Operating Agreement of the Company, as the same may hereafter be amended, are:

John Pena  
1265 South Semoran Blvd. #1209  
Winter Park, Florida 32792

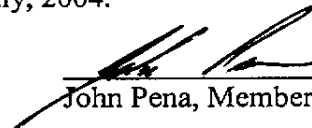
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Angela Celis  
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Winter Park, Florida 32792

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TALLAHASSEE, FLORIDA

Dated this 12th day of July, 2004.

  
\_\_\_\_\_  
John Pena, Member