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Division of Corporations

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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : ROLAND, SANCHEZ-MEDINA JR., P.A.
Account Number : I20030000135
Phone : (305) 377-1000
Fax Number : (855) 327-0391

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
MCP AVE LOAN 3, LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION FOR
MCP AVE LOAN 3, LLC

ARTICLE I - NAME

The name of the limited liability company shall be MCP AVE LOAN 3, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 10165 NW 19th Street, Miami, FL 33172, Attn: Jose Hernandez-Solaun.

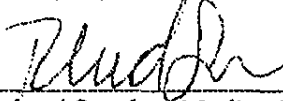
ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is: Registered Corporate Services LLC, 201 Alhambra Circle, Suite 1205, Coral Gables, Florida 33134, Attn: Roland Sanchez-Medina, Jr.

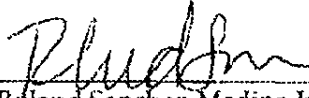
ARTICLE IV - MANAGER-MANAGED

The Company will be a manager-managed company. The manager of the Company is Merrick Capital Partners, LLC.

Having been named as registered agent and to accept service of process for the above-stated 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 of registered agent as provided for in Chapter 605, F.S.



Roland Sanchez-Medina Jr.



Roland Sanchez-Medina Jr., as authorized representative

(In accordance with section 605.0203 (1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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