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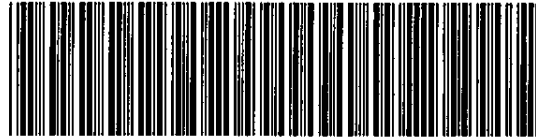
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
SF

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MMA Affordable Housing Group Trust

(Name of Corporation) TRUST

DOCUMENT NUMBER: D00115

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darya Natessova

(Name of Contact Person)

MuniMae

(Firm/Company)

621 East Pratt Street, Suite 300

(Address)

Baltimore, MD 21202

(City/State and Zip Code)

For further information concerning this matter, please call:

Darya Natessova

(Name of Contact Person)

at (443) 263-2954

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
OF

MMA AFFORDABLE HOUSING GROUP TRUST

Document number: D00115

Pursuant to the provision of section 609.3 Florida Statutes, this Florida Trust adopts the following amendment to its Articles:

New Trust Name:
MRC MORTGAGE INVESTMENT TRUST

The date of each amendment adoption: November 8, 2006

Adoption of Amendment

The amendment was adopted by the Trustees without shareholder action and shareholder action was not required.

Signature



Robert McLewee
Trustee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this ___ day of November, 2006, before me, the subscriber, a Notary Public, in and for the County and State aforesaid, personally appeared Robert McLewee, who acknowledged himself/herself to be the Trustee of MMA Affordable Housing Group Trust.

AS WITNESS my hand and Notarial Seal.

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A MEETING OF
THE TRUSTEES
OF MMA AFFORDABLE HOUSING GROUP TRUST
TO BE RENAMED MRC MORTGAGE INVESTMENT TRUST**

**(Second Amended and Restated Agreement and Declaration of Trust
and Supplement No. 1 to Confidential Private Placement Memorandum)**

THE UNDERSIGNED, being all of the Trustees of MMA AFFORDABLE HOUSING GROUP TRUST, to be renamed MRC MORTGAGE INVESTMENT TRUST, a Florida group trust ("MRC"), hereby consent in writing to the adoption of, and hereby adopt, the following resolutions:

WHEREAS, MRC desires to change its name to MRC Mortgage Investment Trust; and

WHEREAS, MRC is organized under the provisions of that certain Agreement and Declaration of Trust dated December 1, 1991, which agreement was amended and restated by that certain Amended and Restated Agreement and Declaration of Trust dated January 1, 1992, and thereafter amended by the First Amendment to Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust dated as of January 1, 1994, the Second Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum dated as of December 1, 1995, the Third Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum dated as of October 1, 1997, the Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust dated as of September 11, 2000, the Fifth Amendment to the Midland Affordable Housing Group Trust Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust dated as of November 6, 2003 (collectively, the "Original Agreement"), and it is deemed to be in the best interests of MRC and its Participating Trusts that it amend and restate the Original Agreement; and

WHEREAS, MRC, through MMA Realty Capital Advisors, Inc., intends to modify its investment strategy, management and operation and proposes to adopt a Supplement No. 1 to Confidential Private Placement Memorandum ("Supplement") which will supplement and modify that Certain Confidential Private Placement Memorandum dated as of January 15, 1992, as modified by a First Amendment to Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust effective January 1, 1994, as further modified by a Second Amendment to Midland Affordable Housing Group Trust Confidential Private Placement Memorandum made the 31st day of December 1995, Third Amendment to Midland Affordable Housing Group Trust Confidential Private Placement Memorandum made the 1st day of October 1997, Midland Affordable Housing Group Trust Fourth Amendment to the Amended and Restated Agreement and Declaration of Trust entered into as of October 20, 1999; and Fifth Amendment to Midland Affordable Housing Group Trust Confidential Private Placement Memorandum and Amended and Restated Agreement and Declaration of Trust made the 6th day of November, 2003.

NOW, THEREFORE IT IS RESOLVED, that MRC shall change its name to MRC Mortgage Investment Trust; and further

RESOLVED, that the form, terms and provisions of the Second Amended and Restated Agreement and Declaration of Trust ("Agreement"), which amends and restates the Original Agreement in its entirety, and all transactions contemplated by the Agreement, are authorized, approved, ratified and confirmed, in the name and on behalf of MRC; and further

RESOLVED, that the form, terms and provisions of the Supplement and all related documents and all transactions contemplated thereby are authorized approved, ratified and confirmed in the name and on behalf of MRC; and further

RESOLVED, that each of the Trustees of MRC is authorized and directed to execute, deliver and file the Agreement with such changes therein as are approved by such Trustee (such approval to be evidenced conclusively by such execution and delivery); and further

RESOLVED, that each of the Trustees of MRC, and any person authorized to act by any Trustee of MRC, is authorized and directed, in the name and on behalf of MRC, to do such acts, to pay such costs, and to negotiate, execute, deliver, file and/or perform such notices, certificates, documents, agreements and other instruments and communications as he or she deems necessary, appropriate or advisable to carry out the intent of any of the foregoing recitals and resolutions, or to comply with the requirements of any document executed, delivered and/or filed in connection with any of the foregoing recitals and resolutions, or to consummate any of the transactions contemplated by any of the foregoing recitals and resolutions; and further

RESOLVED, that all prior or concurrent actions of the Trustees of MRC, and of any person authorized to act by any Trustee of MRC in connection with any of the documents or transactions described in any of the foregoing recitals and resolutions, are ratified, affirmed and approved as acts in the name and on behalf of MRC; and further

RESOLVED, that these resolutions may be executed in counterparts, each of which constitutes an original, and all of which, taken together, constitute one and the same original and facsimile signatures on these resolutions shall be deemed to constitute original signatures.

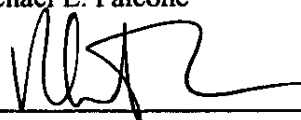
(Signatures on Next Page)

This Consent is given in lieu of a formal special meeting of the Trustees of MRC.



Earl W. Cole III

Michael L. Falcone



Robert W. McLewee

Gary Montesana

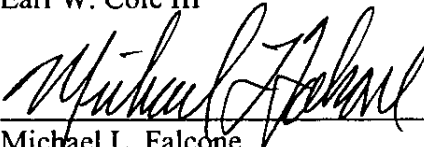
Charles M. Pinckney

Dated: November 8, 2006

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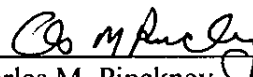
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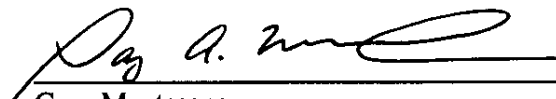
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