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PICK-UP WAIT MAIL

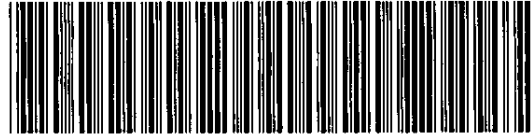
(Business Entity Name)

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RECEIVED
09 MAR 27 PM 12:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2009 MAR 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AP
3/27/09

**AFFIDAVIT OF MR. CARTER HAMMER IN SUPPORT OF FILING OF
CHANGES OF TRUSTEES AND REGISTERED AGENT FOR
MIAMI-DADE LEASING TRUST-III-D**

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

FILED
2009 MAR 27 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carter Hammer, being duly sworn, deposes and says:

1. I am the Chairperson of the Board of Trustees, and an incumbent Trustee, of Miami-Dade Leasing Trust-III-D (the "Trust").
2. On March 26, 2009, Miami-Dade County, the holder of all of the beneficial interest in the Trust, elected and appointed Carter Hammer as a successor Trustee of the Trust in place of Rachel Baum, and Jennifer Glazer-Moon as a successor Trustee of the Trust in place of David M. Morris.
3. The Bank of New York Mellon is also a successor Trustee of the Trust by reason of its status as the successor in interest to Fuji Bank and Trust Company.
4. Also on March 26, 2009, Miami-Dade County, the holder of all of the beneficial interest in the Trust, removed the prior Registered Agent for the Trust and appointed David Stephen Hope, Esquire, as Registered Agent for the Trust.
5. An executed and acknowledged original of the Acceptance of Registered Agent for the Trust is attached hereto.

Carter Hammer
Carter Hammer, Chairperson and Trustee

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of March, 2009, by Carter Hammer, who is personally known to me or who has produced FL DRIVER'S LICENSE A500-523-59-380-0 as identification.

Florinda Menendez
Print Name: FLORINDA MENENDEZ
Title: NOTARY PUBLIC
Commission No.: _____
My Commission Expires: _____

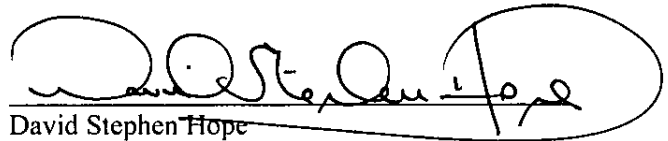


ACCEPTANCE BY REGISTERED AGENT

This Acceptance by Registered Agent refers to that certain trust, the Miami-Dade Leasing Trust-III-D (the "Sublessee Trust"), memorialized in an agreement dated as of December 23, 1998 (the "Sublessee Trust Agreement") between Miami-Dade County, a political subdivision of the State of Florida (the "County"), as grantor and beneficiary, and Fuji Bank and Trust Company, Mr. David M. Morris, and Ms. Rachel Baum, as trustees of the Sublessee Trust (the "Sublessee Trustees"), and that certain Business Trust Declaration, dated November 24, 1998, relating to the Sublessee Trust (the "Declaration of Trust").

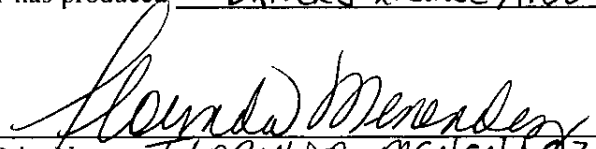
Having been named as registered agent and to accept service of process for the above-named Trust at the place designated in the Declaration of Trust, I hereby accept the appointment as registered agent and agree to act in this capacity. I consent that an appropriate filing be made with the Department of State of the State of Florida with notice that I have accepted this appointment. 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 as registered agent.

IN WITNESS WHEREOF, I have executed this Acceptance by Registered Agent as of March 26, 2009.


David Stephen Hope

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 26th day of March, 2009, by David Stephen Hope, who is personally known to me or has produced FL DRIVER'S LICENSE H100-177-60- as identification. 228-0


Print Name: FLORINDA MENENDEZ
Title: NOTARY PUBLIC
Commission No.: _____
My Commission Expires: _____



Florinda Menendez
Commission # DD440759
Expires July 5, 2009
Bonded Troy Firm - Insurance Inc 800-385-7018