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(Address)

(Address)

(City/State/Zip/Phone #)

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U. S. MORTGAGE, LLC

A Mortgage Brokerage & Lending Company

May 8, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Filing Fees for U. S. Mortgage, LLC

Gentlemen,

Enclosed is a completed application to amend the Articles of Organization of a Florida Limited Liability Company.

Also enclosed is a check in the amount of \$25.00 for the filing fees of our company. Our daytime phone number is (561) 989-8800, our office hours are from 9:00 am to 5:30 p.m., Monday through Friday. Our mailing address is as follows:

U. S. Mortgage, LLC
7700 Congress Avenue
Suite 3210
Boca Raton, Florida 33487

Sincerely,

Andrew Rachlin
Managing Member

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DIVISION OF CORPORATIONS
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AR:cz

Enclosures (2)

7700 CONGRESS AVENUE * SUITE 3210 * BOCA RATON, FL 33487

TELEPHONE: (561) 989-8800 * FACSIMILE: (561) 989-0808

www.UnitedStatesMortgage.Org

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

U. S. MORTGAGE, LLC

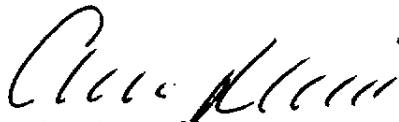
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 1/16/2001.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

IN ADDITION TO ITS SOLE MEMBER,
ANDREW RACHUN, THE COMPANY HEREIN
ADD'S, AS ITS SECOND MEMBER,
"UNITED STATES REALTY, LLC"
A FLORIDA LIMITED LIABILITY COMPANY.

Dated MAY 08, 2003.



Signature of a member or authorized representative of a member

ANDREW RACHUN, MANAGING MEMBER

Typed or printed name of signee

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