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LIMITED LIABILITY AMENDMENT

MERRICK TRUST, LLC

Certificate of Status	0
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J. BRYAN MAY 18 2005

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
MERRICK TRUST, LLC,
a Florida Limited Liability Company**

- FIRST:** The date of filing of the Articles of Organization was April 11, 2002.
- SECOND:** The following amendments to the Articles of Organization were adopted by the limited liability company:

Randall Hill, Patricia Marco, Vivian Dimond and Toni Schrager, hereby resign as the initial Members of Merrick Trust, LLC, a Limited Liability Company organized under the laws of the State of Florida, and affirm that the limited liability company has been notified in writing of the resignation.

Article VI is amended to read as follows:

The name of the members of the Company and their addresses are as follows:

Giralda Holdings, LLC, a Florida Limited Liability Company
5050 Southwest 83rd Street, Miami, Florida 33143
as to a 50.0% Membership interest

Merrick Funding LLC, a Florida Limited Liability Company
848 Brickell Avenue, Suite 810, Miami, Florida 33131
as to a 49.9% Membership interest

Dayco Properties, Ltd., a Florida Limited Partnership
848 Brickell Avenue, Suite 810, Miami, Florida 33131
as to a 0.1% Membership interest

- THIRD:** Randall Hill, hereby resigns as Managing Member of the Company organized under the laws of the State of Florida, and affirms that the limited liability company has been notified in writing of the resignation.

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Article XI is amended to read as follows:

The business of the Company shall be reserved to be conducted under the exclusive management of its Managing Member(s) according to the provisions of the operating agreement entered into between the Managing Member(s) and Members of the Company. The name and addresses of the initial Managing Members of the Company are:

Giralda Holdings, LLC, a Florida Limited Liability Company
5050 Southwest 83 Street, Miami, Florida 33143

Merrick Funding LLC, a Florida Limited Liability Company
848 Brickell Avenue, Suite 810, Miami, Florida 33131

Dayco Properties, Ltd., a Florida Limited Partnership
848 Brickell Avenue, Suite 810, Miami, Florida 33131

Dated this 12th day of May, 2005.

RESIGNING MEMBERS AND MANAGING MEMBER:

By: [Signature]
Randall Hill, as Member and
Managing Member

By: [Signature]
Patricia Marco, Member

By: [Signature]
Vivian Dimond, Member

By: [Signature]
Tony Schragar, Member

NEWLY APPOINTED MEMBERS AND MANAGING MEMBERS:

Giralda Holdings, LLC
a Florida Limited Liability Company

By: Hill Trust, LLC, a Florida Limited
Liability Company, its Co-
Managing Member

By: [Signature]
Randall Hill, Manager

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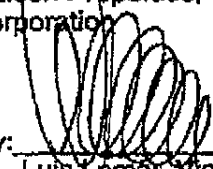
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Merrick Funding LLC, a Florida Limited Liability Company, its Co-Managing Member

By: 
Luis Lamar, Manager

**Dayco Properties, Ltd.,
a Florida Limited Partnership**

By: Falcon Properties, Inc., a Florida corporation

By: 
Luis Lamar, Vice President

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