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DIVISION OF CORPORATIONS
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3p

National Project Management, Inc.
1820 Meadowood Street
Sarasota, FL 34231
941-362-5750

January 27, 2003

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

Dear Division of Corporations:

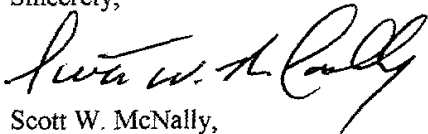
Please accept the attached Articles of Amendment to the Articles of Organization for Vest 1 Mortgage LLC.

Please send certified copy of amendment to our Registered Agent at the following address:

Business Filings Incorporated
1000 West Avenue, Suite 1114
Miami Beach, FL 33139

Enclosed is our \$25 filing fee and \$30 certified copy fee.

Sincerely,



Scott W. McNally,
Authorized Representative of Manager/Member

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

Vest 1 Mortgage LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was December 19, 2002

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

ARTICLE 1

The name of the limited liability company shall be: Vest 1 Mortgage, LLC

ARTICLES II, III, IV

No amendments

ARTICLE V

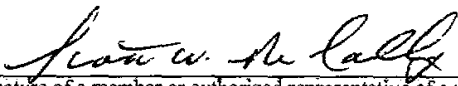
The LLC is to be "Manager" managed by:

National Project Management, Inc., 1820 Meadowood Street, Sarasota, FL 34231

In addition, the LLC will have one "Member":

The Vestor Group, LP, 237 Tramway Drive, Suite B, Box 4470, Lake Tahoe,
Nevada 89449-4470

Dated December 19, 2002



Signature of a member or authorized representative of a member

SCOTT W. MCNALLY

Typed or printed name of signee

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Filing Fee: \$25.00