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PONCE TRUST, LLC

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EXAMINER 7/31/2009

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(2)

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

FIRST: The date of filing of the Articles of Organization of Ponce Trust, LLC (the "Company") was January 7, 2004.

SECOND: In accordance with the Operating Agreement of the Company, the Articles of Organization are amended to reflect the appointment of Officers which shall hold such office until removed by the Members of the Company or until a successor shall be duly elected and qualified and further to reflect the appointment of the Officers as follows:

Randall Hill President

Luis Lamar Vice President

Dated this 30th day of July, 2009.

**Ponce Holdings, LLC,
a Florida Limited Liability Company**

**1300 Ponce Funding LLC,
a Florida Limited Liability Company**

By: Dayco Properties, Ltd., a Florida Limited Partnership, its Managing Member

By: 
Randall Lee Hill, Managing Member

By: Falcon Properties, Inc. a Florida corporation, General Partner

By: 
Luis Lamar
Vice President

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