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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
PONCE TRUST, LLC**

Certificate of Status	0
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EXAMINER

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H12000178142

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

Ponce Trust, LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on January 7, 2004 and assigned Florida document number: L04000001302

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

N/A

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "LLC."

Enter new principal offices address, if applicable: N/A

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: N/A

(Mailing address MAY BE A POST OFFICE BOX)

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B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

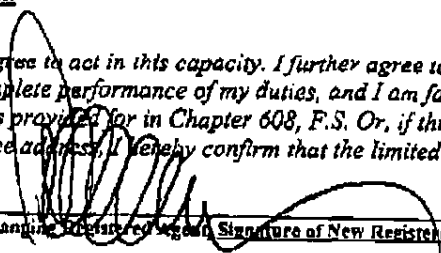
Name of New Registered Agent: Luis Lamar

New Registered Office Address: 8950 S.W. 74th Court, Suite 1803
Enter Florida street address

Miami, Florida 33156
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.


Signature of New Registered Agent
Page 1 of 2

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

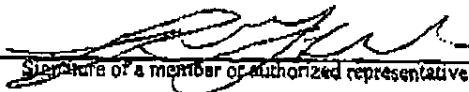
MGR = Manager
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	1300 Ponce Trust	1300 Ponce De Leon Blvd Coral Gables, Florida 33134	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGRM	Ponce Holdings, LLC	1300 Ponce De Leon Blvd Coral Gables, Florida 33134	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGRM	1300 Ponce Funding LLC	8950 S.W. 74th Court Suite 1803 Miami, Florida 33156	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

See Exhibit A attached hereto

Dated July 9, 2012



Signature of a member or authorized representative of a member

Randall Hill

Typed or printed name of signee

Page 2 of 2

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**Exhibit A to Articles of Amendment
to Articles of Organization
of Ponce Trust, LLC**

The following officers, duly appointed by Articles of Amendment to Articles of Organization of the Company dated July 30, 2009 and filed July 31, 2009, have served in said offices since that date and shall, hereafter, continue to serve in said offices on behalf of the Company, to wit:

Randall Hill - President
Luis Lamar - Vice President

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