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LIMITED LIABILITY AMENDMENT

CITYONE MORTGAGE LAKES, LLC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CITYONE MORTGAGE LAKES, L.L.C**

DOCUMENT NUMBER: L04000067848
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Pursuant to Section 608, Florida Statutes, the undersigned limited liability company adopts the following articles of amendment to its articles of incorporation:

FIRST: Management shall be amended as follows:

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

FRANK GONZALEZ, 7500 NW 25 STREET, SUITE 200, MIAMI, FL 33122
CARLOS ALBERTO MARTINEZ, 14411 COMMERCE PARK WAY, SUITE 405,
MIAMI FL 33014

SECOND: Profits and Losses shall read as follows:

PROFITS AND LOSSES

Profit Distribution. The members shall be entitled to the net profits arising from the operation of the limited liability company business, that remain after the payment of the expenses of conducting the business activity of the limited liability company. Each member shall be entitled to a distributive part of the profits as follows:

FRANK GONZALEZ	50 units
CARLOS ALBERTO MARTINEZ.	50 units

The distributive part of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

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Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in ~~their~~ Profit Distribution percentages as established in this Article.

THIRD: The amendment was adopted by all members of the limited liability company on this 17th day of October, 2005.


FRANK GONZALEZ
Managing Member