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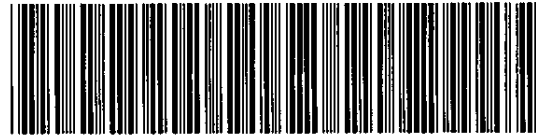
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T. HAMPTON

APR 30 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JM Mortgage Holdings, LLC
(Name of Limited Liability Company)

The enclosed member, managing member or manager resignation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Joel S. Piotrkowski, Esq.

(Contact Person)

Green, Kahn & Piotrkowski, P.A.

(Firm/Company)

317 - 71st Street

(Address)

Miami Beach, FL 33141

(City/State and Zip Code)

For further information concerning this matter, please call:

Joel S. Piotrkowski

(Name of Contact Person)

at (305) 865-4311, Ext. 29

(Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:

\$25 Filing Fee

\$55 Filing Fee &
Certified Copy

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
JM MORTGAGE HOLDINGS, LLC,
a Florida Limited Liability Company

The Members of JM Mortgage Holdings, LLC, a Florida limited liability company (the "Company"), do hereby amend the Articles of Organization, as follows:

1. Article V is hereby amended by changing the names and addresses of the Managing Members, as follows:

Title: Managing Members
Names and Addresses:

Edward M. Kalikow
7001 Brush Hollow Road, Suite 200
Westbury, NY 11590

Eugene Shalik
7001 Brush Hollow Road, Suite 100
Westbury, NY 11590

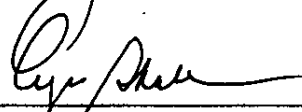
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All of the Members of the Company duly ratified and adopted this Amendment at a meeting held by the Members of the Company.

This Amendment was adopted on the _____ day of _____, 2009.



Edward M. Kalikow

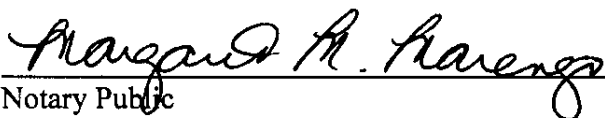


Eugene Shalik

STATE OF NEW YORK)
:SS.
COUNTY OF NASSAU)

The foregoing instrument was acknowledged before me this 28th day of April, 2009, Edward M. Kalikow and Eugene Shalik, as Managing Members of JM Mortgage Holdings, LLC, a Florida limited liability company, who are personally known to me and who did take an oath.

Margaret M. Marengo
Notary Public, State of New York
No. 01MA5006821
Qualified in Nassau County
Commission Expires June 11, 2011



Notary Public