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EXAMINER

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EXAMINER

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
1300 PONCE HOLDINGS, LLC**

First: The Articles of Organization of 1300 Ponce Holdings, LLC were filed on January 19, 2012 and assigned Document Number L12000009489.

Second: Such Articles of Organization (the "Articles") are hereby deleted in their entirety and Amended and Restated as follows:

**ARTICLE I.
NAME**

The name of the limited liability company is 1300 Ponce Holdings, LLC (the "Company").

**ARTICLE II.
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be c/o Asset Recovery XIX, LLC, a Florida limited liability company, 1221 Brickell Avenue, Suite 1140, Miami, Florida 33131.

**ARTICLE III.
REGISTERED AGENT AND OFFICE**

The name of the registered agent and the street address of the registered office is CT Corporation System, 1200 S. Pine Island Road, Suite 250, Plantation, Florida 33324.

**ARTICLE IV.
DURATION**

The Company shall commence its existence on the date that the Articles were filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Company's Operating Agreement.

**ARTICLE V.
MANAGEMENT**

The Company shall be a member managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Member Manager of the Company shall be Asset Recovery XIX, LLC, a Florida limited liability company, 1221 Brickell Avenue, Suite 1140, Miami, Florida 33131, Attn: David P. Applebaum.

These Amended and Restated Articles of Organization have been duly executed on the date set forth below by the sole member of the Company and are being filed in accordance with §608.411, Florida Statutes. In accordance with the terms of §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Organization on this 25 day of June, 2012.

MUNB Loan Holdings, LLC, a Delaware limited liability company, as initial Managing Member and authorized representative of Asset Recovery XIX, LLC, a Florida limited liability company

By: [Signature]
President (print name)
Its: David Applebaum (print title)

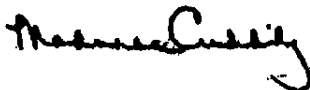
ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 28th day of June, 2012.

CT Corporation System

By: _____



Madonna Cuddihy (print name)
Special Assistant Secretary (e)