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ATTORNEY AT LAW

1172 RAYMONDI IDHAAÇID DIAE 293 CORAL GABLES FLORIDA 33146 TELEPHONE: (305) 668-3153 FACSIMILE: (305) 668-9392

March 31, 1997

Divisions of Corporations P.O Box 6327 Tallahassee, Florida 32314

RE: Venture Mortgage Advisors L.C.

Dear Secretary of State:

Enclosed is a Certificate of Amendment to Articles of Organization for Venture Mortgage Advisors, L.C. along with a check for \$35.00 to cover the fees.

If you have any questions, please call.

Sincerely

Raymond L. Placid

For the Firm

#52.50 . CF

700002135027--0 -04/07/97--01068--004 *****35.00 ******35.00

900002151059--0 -04/22/97--01081--019 *****17.50 *****17.50

Amend

VS APR 2 1 1997



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 10, 1997

RAYMOND L. PLACID, P.A. 1172 S. DIXIE HWY., SUITE 293 CORAL GABLES, FL 33146

SUBJECT: VENTURE MORTGAGE ADVISORS, L.C.

Ref. Number: L96000000675

We have received your document for VENTURE MORTGAGE ADVISORS, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file this document is \$52.50. For each certified copy requested, please add an addtional \$52.50.

There is a balance due of \$17.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 097A00018036

ECEIVED
51.PR 17 RH 8: 38
51.DR 17 RH 8: 38

CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION FOR VENTURE MORTGAGE ADVISORS, L.C.

STAPINA OF SERVINE SER

Pursuant to the Florida Statutes, this Florida Limited Liability Company hereby submits this certificate of amendment to its Articles of Organization

The filing date for the certificate of limited liabilitywas June 19, 1996.

The amendment to the certificate of limited liability company is as follows:

Amendment adopted: Article IV "Management" is hereby deleted in its entirety and replaced with the following:

/x / The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Thomas C. Rouse, 901 Ponce De Leon Blvd. Suite 600, Coral Gables, Fl 33134.

The date of the amendment's adoption: March 24, 1997

Adoption of Amendment(s)

The amendment was adopted by all of the Members of VENTURE MORTGAGE ADVISORS, L.C.

Signed this 24 day of Warch, 1997

Signature:

Thomas C. Rouse

State of Florida

County of Dade

On March 24, 1997, Thomas C. Rouse, personally appeared on behalf of said entity before me. who is identity I proved on the basis of a Florida Drivers License.

Notary Public Signature Notary's Printed Name My Commission expires:

LOURDES CANO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC498928 MY COMMISSION EXP. OCT. 18,1999