

RAYMOND L. PLACID

ATTORNEY AT LAW

1172 S. DIXIE HIGHWAY, SUITE 203
CORAL GABLES, FLORIDA 33140
TELEPHONE: (305) 668-3183
FACSIMILE: (305) 668-0302

L96000000675

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: Venture Mortgage Advisors LC

600001814456
-05/09/96--01031--001
***285.00 ***285.00

Dear Sir:

Enclosed is a check for \$285.00 to pay for the filing fees for the above entity. In addition, I have attached a copy of the executed articles organization for Venture Mortgage Advisors L.C. Please register this entity with the State.

If you have any questions, please call.

Sincerely

Raymond L. Placid

Raymond L. Placid
For the Firm

FILED
JUN 19 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GANEXTVENTURESSECRETAR.STA

W96-10288

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01/11/27

5/10/96

TB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1996

RAYMOND L. PLACID
1172 SO DIXIE HIGHWAY
STE 293
CORAL GABLES, FL 33146

SUBJECT: VENTURE MORTGAGE ADVISORS LC
Ref. Number: W96000010288

We have received your document for VENTURE MORTGAGE ADVISORS LC and check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

FOR YOUR CONVENIENCE I HAVE ENCLOSED AN AFFIDAVIT.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00023949

RAYMOND L. PLACID

ATTORNEY AT LAW

1172 S. DIXIE HIGHWAY, SUITE 203
CORAL GABLES FLORIDA 33149
TELEPHONE: (305) 008-3163
FACSIMILE: (305) 008-0302

June 10, 1996

Secretary of State
P.O Box 6327
Tallahassee, Florida 32314

RE: Venture Mortgage Advisors L.C.

Dear Secretary:

Enclosed is an Affidavit of Membership and Contributions. I have previously forwarded the check to you for \$285.00 to cover the filing fee. Please have this entity, Venture Mortgage Advisors L.C., registered with the State.

If you have any questions, please call.

Sincerely



Raymond L. Placid
For the Firm

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is: VENTURE MORTGAGE ADVISORS, L.C.

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are: 901 Ponce De Leon Blvd. Suite 600, Coral Gables, Fl 33134.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be: 10 years commencing for the date of filing the Articles

ARTICLE IV - Management

/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:

Teto Inc., 901 Ponce De Leon Blvd. Suite 600, Coral Gables, Fl 33134.

MLM Partners, Inc, 901 Ponce De Leon Blvd. Suite 600, Coral Gables, Fl 33134.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

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

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

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

ARTICLE VII - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall not be not allowed

FILED
JUN 19 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII • Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited company shall be allowed on if the Company is continued by the consent of all the remaining Members.

Dated
Teto, Inc.

By: M. House
Name Tom House
Title President

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Tom Rouse

By: Tom Buse
(Signature)

5/1/86
(Date)

FILED
JUN 19 AM 11:52
U.S. DISTRICT COURT
SOUTHERD DISTRICT OF FLORIDA
TALLAHASSEE, FLORIDA

L96000000675

RAYMOND L. PLACID

ATTORNEY AT LAW

RAYMOND L. PLACID, P.A.
1172 B. DIXIE HIGHWAY, SUITE 203
CORAL GABLES, FLORIDA 33146
TELEPHONE: (305) 866-3163
FACSIMILE: (305) 866-9392

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

300002151059--0
-04/22/97--01081--019
*****17.50 *****17.50

Amend

VS APR 21 1997

FILED
97 APR 17 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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 additional \$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

RECEIVED
97 APR 17 AM 8:38
DIVISION OF CORPORATIONS

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

FILED
97 APR 17 AM 8:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 liability was 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)

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

Signed this 24 day of March, 1997

Signature:

Thomas C. Rouse

By: Thomas C. Rouse

(Signature)

3/24/97

(Date)

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.

Lourdes Cano

Notary Public Signature

Notary's Printed Name

My Commission expires:

