



THE UNITED STATES
CORPORATION
COMPANY

L 96 000000 846

ACCOUNT NO. : 072100000032

REFERENCE : 214206 81686A

AUTHORIZATION : 000002056330--0
-01/14/97--01027--015
****113.75 ****113.75

COST LIMIT : \$ PRE-PAID

ORDER DATE : January 8, 1997

ORDER TIME : 9:30 AM

ORDER NO. : 214206-005

CUSTOMER NO: 81686A

CUSTOMER: Mercedes Padin, Esq
Keith Mack Lewis Cohen &
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

FILED
97 JAN -8 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HILLTOP VILLAGE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

Amendment
1/8/97
DC

RECEIVED
7 JAN -8 AM 10:44
SION OF CORPORATION

**AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
HILLTOP VILLAGE, L.C.,
a limited liability company**

FILED
97 JAN -8 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each undersigned individual, being all of the Members of HILLTOP VILLAGE, L.C., a Florida limited liability company, hereby approves the following amendment to the Articles of Organization of the Company filed with the Secretary of State on August 7, 1996 under Document Number L96000000846. This amendment is executed as of the date below each member's signature and shall be effective as of the date of the filing of the same with the Secretary of State of the State of Florida.

1. **ARTICLE VII** of the Articles of Organization of the Company are hereby amended to delete Equity Capital Holdings II, Ltd. as a member of the Company. In addition, such Article is further amended to show that, effective as of the filing of this Amendment, the Company shall have only one managing member, which member is identified as:

Name

Street Address

EQUITYLINE FINANCIAL GROUP, INC.,
a Florida corporation

9200 South Dadeland Boulevard
Suite 500
Miami, Florida 33156

Such managing member shall have all power and authority previously vested in it and in Equity Capital Holdings II, Ltd., and shall have the right to exercise such power and authority without joinder or authority from any other member of the Company.

IN WITNESS WHEREOF, each member has hereunto executed this Amendment to the Articles of Organization this 30th day of December, 1996, at Miami, Florida.

EQUITYLINE FINANCIAL GROUP, INC.,
a Florida corporation, the managing member

By: _____

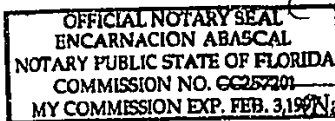
Robert E. Spielman, President

ROBERT E. SPIELMAN, as trustee of the
Robert E. Spielman Living Revocable Trust
w/d/d/5/02/96, a member

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of December, 1996 by Robert E. Spielman, as President of EQUITYLINE FINANCIAL GROUP, INC., a Florida corporation, and as trustee under that certain Robert E. Spielman Living Revocable Trust, each a member of HILLTOP VILLAGE, L.C., on behalf of the company, the corporation and the trust. He is (check one) ☒ personally known to me or _____ has produced a _____ as identification.

(Signature of Person Taking Acknowledgment)



(Name of Acknowledger Typed, Printed or Stamped)

(Title or Rank)

(Serial Number, if any)

Notary Public, State of Florida

My Commission Expires: