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BOARD CERTIFIED (CIVIL LITIGATION)
BOARD CERTIFIED (BUSINESS LITIGATION)

January 22, 2001

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32301

200003572962--1
-01/24/01--01053--001
*****55.00 *****55.00

Re: Mortgage Acquisition Partners of Orange County, L.L.C.

Gentlemen:

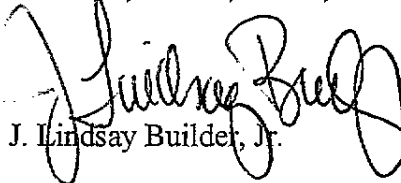
Enclosed is an original Articles of Amendment to Articles of Organization of Mortgage Acquisition Partners of Orange County, L.L.C., which needs to be filed with your office. A copy of this document is also enclosed for certification. The enclosed check in the amount of \$55.00 represents payment of the following costs:

Filing fee	\$25.00
Certified copy of Articles	30.00

Please call my office if you have any questions. Thank you for your assistance.

Very truly yours,

GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS, LLP


J. Lindsay Builder, Jr.

JLBjr/vdm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 24 PM 4:00

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
MORTGAGE ACQUISITION PARTNERS OF ORANGE COUNTY, L.L.C.**

Jeffrey L. Kaplan, the original Manager (the "Resigning Manager") has resigned as the Manager of **MORTGAGE ACQUISITION PARTNERS OF ORANGE COUNTY, L.L.C.** (the "Company"). The Members have appointed J. Lindsay Builder, Jr. (the "New Manager") as the Manager of the Company. Therefore, pursuant to Chapter 608, *Florida Statutes* (the "Act"), the Articles of Organization of the Company filed with the Florida Secretary of State, Tallahassee, Florida, on February 12, 1999, is hereby amended as follows:

1. ARTICLE II, ADDRESS, is deleted and the following is added in its place:

**ARTICLE II
ADDRESS**

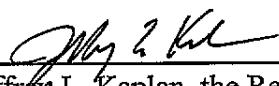
The mailing address and street address of the principal office of the Company is 369 N. New York Avenue, 3rd Floor, Winter Park, Florida 32789, Attn: J. Lindsay Builder, Jr.

2. ARTICLE IV, MANAGEMENT, is deleted and the following is added in its place:

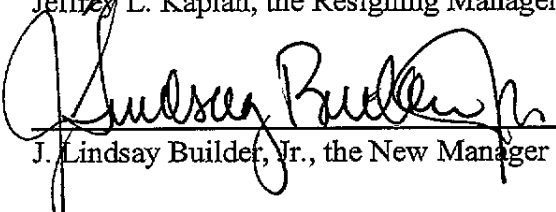
**ARTICLE IV
MANAGEMENT**

The Company is to be a manager managed Company and the name and address of the Manager is:

J. Lindsay Builder, Jr.
369 N. New York Avenue, 3rd Floor
Winter Park, FL 32789



Jeffrey L. Kaplan, the Resigning Manager



J. Lindsay Builder, Jr., the New Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 24 PM 4:00

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of January, 2001 by Jeffrey L. Kaplan, as the Resigning Manager of the Company. He is personally known to me.

Vanda D. Mitchell
Notary Public
Print name: Vanda D. Mitchell
My commission expires:

STATE OF FLORIDA
COUNTY OF ORANGE



Vanda D. Mitchell
MY COMMISSION # CC912143 EXPIRES
March 10, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

The foregoing instrument was acknowledged before me this 17th day of January, 2001 by J. Lindsay Builder, Jr., as the New Manager of the Company. He is personally known to me.

Vanda D. Mitchell
Notary Public
Print name: Vanda D. Mitchell
My commission expires:



Vanda D. Mitchell
MY COMMISSION # CC912143 EXPIRES
March 10, 2004
BONDED THRU TROY FAIN INSURANCE, INC.