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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY AMENDMENT

U.S. EQUITY HOLDING LLC

Certificate of Status	0
Certified Copy	1
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Rush

*if possible
may we have
confirmation
today*

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
U.S. EQUITY HOLDING LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Section 608.411 of the Florida Statutes, U.S. EQUITY HOLDING LLC, a Florida limited liability company (hereinafter, the "Limited Liability Company") adopts the following Certificate of Amendment to its Articles of Organization:

FIRST: The name of the Limited Liability Company is: U.S. EQUITY HOLDING LLC.

SECOND: The date of filing of the Articles of Organization was August 23, 1999.

THIRD: The following amendments to the Articles of Organization were adopted by the members and managers of the Limited Liability Company on December 29, 1999.

FOURTH: A new Article V shall be included in the Limited Liability Company Articles of Organization.

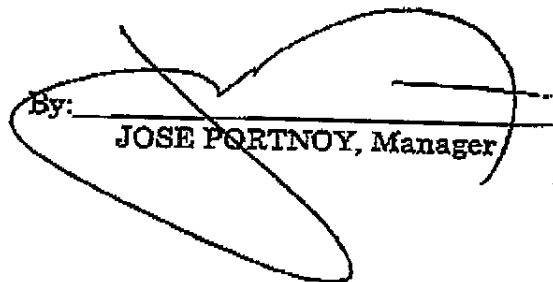
ARTICLE V - PURPOSE

1. The Limited Liability Company shall engage in any business permitted by law;
2. Notwithstanding any provision of these Articles or any provision of law that otherwise empowers the Limited Liability Company (the "L.L.C."), and so long as any obligations secured by that certain real property (the "Property") known as Village Park Apartments, located in the City of Hialeah, Miami-Dade County, Florida, pursuant to the First Mortgage (the "Mortgage") wherein Midland Loan Services (use the language from the Consent Agreement to identify Midland as the Servicer and Attorney-in-Fact) is the Mortgagee and remains outstanding and not paid in full, the L.L.C. shall not (a) acquire any real or personal property other than the Property and personal property relating to the operational

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maintenance of the Property, or (b) operate or engage in any other business other than the management and operation of the Property.

By:  JOSE PORTNOY, Manager

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