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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WMC MANAGER INC**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST: Article II shall be restated in its entirety as follows:

The purpose for which this corporation is organized is for any and all lawful business. Notwithstanding any provision hereof or of any other document governing the incorporation, management or operation of the corporation, to the contrary, the following shall govern:

(a) The corporation has not and will not:

(i) merge into or consolidate with any person, or dissolve, terminate, liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;

(ii) fail to observe all organizational formalities, or fail to preserve its existence as an entity duly organized, validly existing and in good standing (if applicable) under the applicable legal requirements of the jurisdiction of its organization or formation, or amend, modify, terminate or fail to comply with the provisions of its organizational documents (provided, that, such organizational documents may be amended or modified to the extent that, in addition to the satisfaction of the requirements related thereto set forth therein, Lender's prior written consent and, if required by KGS-ALPHA REAL ESTATE CAPITAL MARKETS, LLC and/or its assigns, or any such lender of the acquisition loan or any successor entity that is the lender or subsequent holder of the note for the acquisition loan ("Lender"), a Rating Agency Confirmation are first obtained);

(iii) own any subsidiary, or make any investment in, any Person (other than in WMC Fund LLC ("Company")),

(iv) commingle its funds or assets with the funds or assets of any other Person;

(v) fail to maintain all of its books, records, financial statements and bank accounts separate from those of any other Person (including, without limitation, any Affiliates). WMC Manager Inc.'s assets have not and will not be listed as assets on the financial statement of any other Person; provided, however, that WMC Manager Inc.'s assets may be included in a consolidated financial statement of its Affiliates provided that (i) appropriate notation shall be made on such consolidated financial statements to indicate the separateness of WMC Manager Inc. and such Affiliates and to indicate that WMC Manager Inc.'s assets and credit are not available to satisfy the debts and other obligations of such Affiliates or any other Person and (ii) such assets shall be listed on WMC Manager Inc.'s own separate balance sheet. WMC Manager Inc. has maintained and will maintain its books, records, resolutions and agreements as official records;

(vi) enter into any contract or agreement with any partner, member, shareholder, principal or Affiliate, except, in each case, upon terms and conditions that are intrinsically fair

and substantially similar to those that would be available on an arm's-length basis with unaffiliated third parties;

(vii) maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any other Person; or

(viii) assume or guaranty the debts of any other Person, hold itself out to be responsible for the debts of any other Person, or otherwise pledge its assets for the benefit of any other Person or hold out its credit as being available to satisfy the obligations of any other Person.

SECOND Article IX shall be stated as follows:

Single Purpose Entity/Separateness.

(a) The corporation will:

(i) at all times continue to own no less than a 0.5% direct equity ownership interest in Company; and

(ii) cause Company to comply with the provisions of Section 2.5 of the Company's operating agreement.

(b) The corporation has not and will not:

(i) acquire or own any assets other than its membership, or other equity interest in Company;

(ii) engage in any business or activity other than owning an interest in Company; and

(iii) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation).

THIRD The date of the Amendment's adoption was August 25, 2015

FOURTH. The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this August 25, 2015.

WMC MANAGER INC.


Alejandro Hoffman, President

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.

STI MANAGEMENT L.L.C.
a Florida limited liability company,
its Registered Agent

By: 
Damian Nusynkier, Manager

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