ARIZONA FIRST PARTNERS 3 LLC

EXHIBIT B TO THE OPERATING AGREEMENT

MANAGING MEMBERS

Name of Member	Amount of Advances To The Company	Percentage of Operating Members Capital Contribution	Total Membership Percentage
David Haney	\$320,000	100%	50%
Total	\$320,000	100%	50%

INVESTING MEMBERS

Name of Members	Amount of Contribution	Percentage of Investment Members Capital Contribution	Total Membership Percentage
Robert & Susan Briggs	\$75,000	15%	7.5%
Robert & Kristen Hilvers	\$50,000	10%	5%
Paul Phelps	\$25,000	5%	2.5%
Wadsworth Neil LLC	\$50,000	10%	5%
Pending	\$300,000	60%	30%
Total	\$500,000	100%	50%