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October 23, 2000

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25.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Name of Corporation: PALKEEPERS USA, L.L.C.
Filed on: March 16, 2000
Document Number: L00000003013
EIN #: 65-0991125
Current Address: 9200 S. Dadeland Blvd., Suite 603, Miami, FL 33156

Dear Sir/Madam:

Enclosed please find a Certificate of Amendment and a Statement of Change of Registered Office for a Limited Liability Company and the filing fees in the sum of \$50.00.

If you should have any questions, please do not hesitate to contact our office.

Sincerely,

CUEVAS & RUBIN, P.A.


Andrew Cuevas, Esq.

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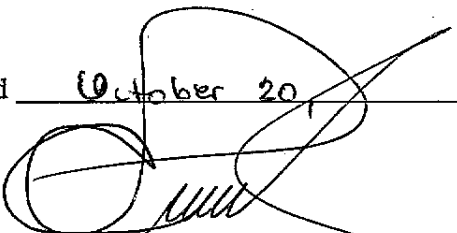
**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
PALKEEPERS USA, LLC**

L-3013

- FIRST: The date of filing of the articles of organization was March 16, 2000
- SECOND: The following amendment(s) to the articles of organization were adopted by the limited liability company:
- A) Article I is hereby amended to changed the principal office and mailing address to 8120 NW 66 St., Miami, Florida 33166
 - B) Article IV as provided in the existing Articles of Organization is hereby deleted and is replaced by the following:

The Limited Liability Company is to be managed by a manager or managers, and the name and address of such manager to serve as manager is as follows:
Gonzalo Pulido, 8120 NW 66 St., Miami, Florida 33166
Adriana Maria Pulido Zorro, 8120 NW 66 St., Miami, Florida 33166
Esperanza Saenz, 8120 NW 66 St., Miami, Florida 33166

Dated October 20, 2000.



Signature of a member or authorized representative of a member

Gonzalo Pulido
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$52.50