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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

STILL WAVE, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2004 JUN -2 A 9:42
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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF STILL WAVE, L.L.C.

The undersigned hereby certifies, pursuant to and in accordance with Florida Statute 608.401, et. Seq., Florida Limited Liability Company Act, that:

FIRST: This Article amends the Articles of Organization of Still Wave, L.L.C.

SECOND: The Articles of Organization were filed with the Florida Department of State on June 28, 2001.

THIRD: Article I of the Articles of Organization is hereby amended by deleting the existing Article I and replacing it with the following:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be STILL WAVE, L.L.C., and its principal office and mailing address shall be located at 1908 E. Osceola Parkway, Kissimmee, FL 34743, County of Osceola, State of Florida; but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

FOURTH: Article III of the Articles of Organization is hereby Amended by deleting the existing Article III and replacing it with the following:

ARTICLE III
EXERCISE OF POWERS AND MANAGEMENT

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of a manager designated, appointed, or elected by a vote, approval, or consent of a majority-in-interest of the Company's members and any such manager so designated, appointed, or elected, shall be subject to removal or replacement at any time for any reason whatsoever in the same manner. Pursuant to Section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member. This Article may be amended from time to time in the Operating Agreement of the limited liability company by a unanimous vote of the members in interest of the limited liability company.

FIFTH: Article IV of the Articles of Organization is hereby amended by deleting the existing Article IV and replacing it with the following:

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ARTICLE IV
GENERAL STANDARDS FOR MANAGERS

In addition to the General Standards for managers provided for in Florida Statute, Section 608.4225, the manager of the company shall keep each member of the Company apprased of the financial affairs of the company quarterly.

SIXTH: Article V of the Articles of Organization is hereby amended by deleting the existing Article V and replacing it with the following:

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by approval or consent of a majority-in-interest of the Company's member. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with approval or consent of a majority-in-interest of the company's members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on approval or consent of a majority-in-interest of the remaining members.

SEVENTH: Article VI of the Articles of Organization is hereby amended by deleting the existing Article VI and replacing it with the following:

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two members in the following amounts: Administradora Anyogreli II, C.A., \$900.00 (90%); and Angela Maria Henriques Goncalves, \$100.00 (10%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

EIGHTH: Article VII of the Articles of Organization is hereby amended by deleting the existing Article VII and replacing it with the following:

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ARTICLE VII
PROFITS AND LOSSES

a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a pro-rata distributive share of the profits, based on their proportionate membership interests. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

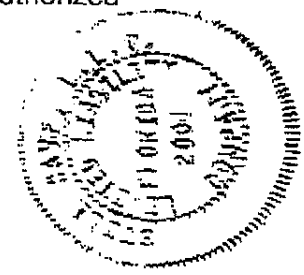
b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares. However, in no event shall this paragraph create any liability on the members or manager of the company other than as provided in Florida Statute, Section 608.401 et. seq., or be interpreted to erode, nullify, or alter the limitation of liability of the members and manager as provided for in Florida Statute, Section 608.4227 or 608.4228.

IN WITNESS WHEREOF, this Article of Amendment has been duly executed and is being filed in accordance with Section 608.411, Florida Statutes, this 31 day of May 2004.



Gregorio Henriques Goncalves
Member, Manager, and Authorized
Representative

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