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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY AMENDMENT

BGR DEVELOPMENT II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$25.00

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
BGR DEVELOPMENT II, LLC
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant of the provisions of section 607.1006, Florida Statutes, this Florida limited liability company adopts the following articles of amendment to its articles of organization:

FIRST: Amendments adopted:

ARTICLE FIFTH

The limited liability company shall be manager-managed and will have one (1) Member:

Name: BARON R CORP., a British Virgin Islands Corporation
Percentage of Ownership: 100%

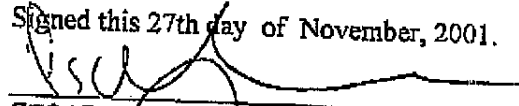
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment adoption is November 27, 2001.

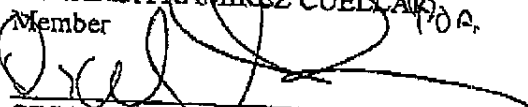
FOURTH: Adoption of Amendment:

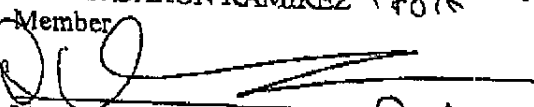
The Amendment was approved by the members. The number of votes cast for the amendment was sufficient for approval.

Signed this 27th day of November, 2001.


CESAR BARON GALLARDO
Member


YOLANDA RAMIREZ CUELLO
Member


CESAR BARON RAMIREZ
Member


LINA MARIA BARON
Member

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