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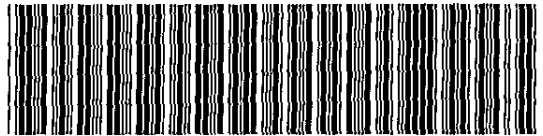
(Business Entity Name)

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February 4, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Cabi Ocean Colony, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 TALLAHASSEE, FLORIDA

**AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
CABLOCEAN COLONY, LLC**

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Organization of Cabi Ocean Colony, LLC.

1. The name of the Corporation is currently Cabi Ocean Colony, LLC.
2. The date of the filing of the Articles of Organization was July 31, 2002.
3. The Articles of Incorporation are amended as follows:
 - a. By deleting all of Article I hereof, and by substituting in lieu thereof, all of

the following:

**ARTICLE I
NAME AND PLACE OF BUSINESS**

The name of the limited liability company is Cabi Downtown, LLC (the "Company"). The registered office of the Company is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and its registered agent is Atrium Registered Agents, Inc. The address of the registered office may be changed from time to time by the Member. The Company's principal place of business is 20803 Biscayne Blvd., Suite 405, Miami, Florida 33180.

- b. In all other respects, the Articles of Organization shall remain unchanged.

4. This Amendment was adopted by a written statement signed by the member of Cabi Ocean Colony, LLC on January 31st, 2003, pursuant to Section 608.411 of the Florida Statutes.

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AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
CABI OCEAN COLONY, LLC
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5. The effective date of this Amendment shall be upon the filing of these Articles of Amendment to Articles of Organization with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the member of the above named limited liability company, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amendment to the Articles of Organization this 31st day of January, 2003.

CABI OCEAN COLONY, LLC to be known
hereafter as CABI DOWNTOWN, LLC

BY: CABI HOLDINGS, INC.
Member

BY: _____
Elias Cababie Daniel, President

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TALLAHASSEE, FLORIDA

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