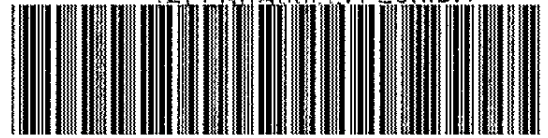


L03000031825

2004 MAY 12 P 12:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



600035801926

05/12/04--01049--004 \*\*25.00

AL

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

**FILED**

2004 MAY 12 P 12: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LATINCAP  
600 Brickell Avenue  
Suite 206K  
Miami, FL 33131

April 15<sup>th</sup> 2004

Division of Corporations  
Registration Section  
P.O. Box 6327  
Tallahassee FL, 32314

Dear Sirs,

Find enclosed the Articles of Amendment to the Articles of Organization of Latin American Capital Alliance LLC.

Any questions, please contact us to the following Phone (305) 808-0980 or Fax (305) 468-618.



Roberto E. Ponce  
President  
Latin American Capital Alliance LLC

Accepted and agreed:

Jose R. Garcia Acedo  
Jose Roberto Garcia Acedo

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
LATIN AMERICAN CAPITAL ALLIANCE LLC

FILED

2004 MAY 12 P 12:59

LATIN AMERICAN CAPITAL ALLIANCE LLC a Limited Liability Company (the "LLC") organized and existing under the laws of the State of Florida, does hereby certify.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: That the date of filing of the articles of organization of the LLC was August 25<sup>th</sup>, 2003 8:00AM, document number L03000031825.

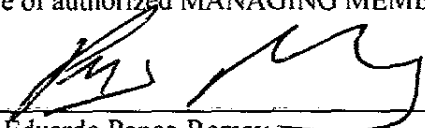
SECOND: That the Members of the LLC resolved, that the articles of organization of the LLC be amended by changing the Article V, so that as amended, said article shall be and read as follows:

**"The name and address of managing members/managers are:**

**Title: MGRM  
PONCE-ROMAY & COMPANY LLC  
600 BRCIKELL AVENUE, SUITE 206K  
MIAM, FL. 33131 US"**

Dated: April 15<sup>th</sup>, 2004

Signature of authorized MANAGING MEMBER:



Roberto Eduardo Ponce-Romay  
Managing Director  
Ponce-Romay & Company LLC