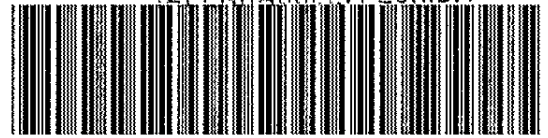


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LATINCAP
600 Brickell Avenue
Suite 206K
Miami, FL 33131

April 15th 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 25th, 2003 8:00AM, document number L03000031825.

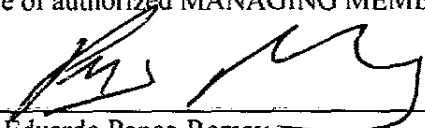
SECOND: That the Members of the LLC resolved, that the articles of organization of the LLC be amended by changing the Article V, so that as amended, said article shall be and read as follows:

"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 15th, 2004

Signature of authorized MANAGING MEMBER:



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