

LATINCAP
600 Brickell Avenue
Suite 206K
Miami, FL 33131

November 5th 2003

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

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

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:

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:

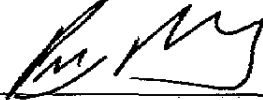
"The name and address of managing members/managers are:

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

**Title: MGRM
JOSE R. GARCIA
600 BRICKELL AVENUE, SUITE 206K
MIAM, FL. 33131 US"**

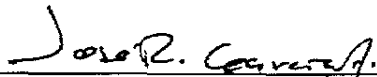
Dated: November 4th, 2003

Signature of authorized MANAGING MEMBER:



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

Signature of authorized MANAGING MEMBER:



Jose Roberto Garcia