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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GEORGE M. SANTAMARINA, P.A.
LAW OFFICES
7175 SW 8th Street, Suite 204
Miami, Florida 33144

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Fax: 904-201-7566

August 10, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **TROPICAL WIND CARGO INTERNATIONAL, LLC**

Dear Sir/Madam:

In connection with the above, enclosed please find the following Articles of Amendment to the Articles of Organization of the above-referred Florida Limited Liability Company along with a check in the amount of \$50.00 to be filed with your department as follows:

- Filing Articles of Amendment -----	\$ 25.00
- Change of Registered Agent -----	25.00
	<hr/>
	\$ 50.00

Sincerely,

GEORGE M. SANTAMARINA, P.A.

George M. Santamarina

/ss

Encl(s).

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION OF
TROPICAL WIND CARGO INTERNATIONAL, LLC
FILED NOVEMBER 21, 2003**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendment to its Articles of Organization:

ARTICLE THREE

The name of the Company's Registered Agent is FERNANDO RUIZ. The street address of the Company's Registered Agent is 8305 NW 27 Street, Miami, FL 33122.

ARTICLE FOUR - MANAGEMENT

The Company will be managed by one or more managers, and is therefore, a manager-managed company.

The name and address of the managers of the company are:

NAME	ADDRESS
EDUARDO LI SANCHEZ	Colegio Don Bosco, 200 metros oeste, 25 metros al norte, Zapote, San Jose, Costa Rica.
MALLY CHAVES CAMACHO	Colegio Don Bosco, 200 metros oeste, 25 metros al norte, Zapote, San Jose, Costa Rica.

ARTICLE FIVE - MEMBERS

The Company is to have one or more members. The name and addresses of the members of the company are:

EDUARDO LI SANCHEZ	Colegio Don Bosco, 200 metros oeste, 25 metros al norte, Zapote, San Jose, Costa Rica.
MALLY CHAVES CAMACHO	Colegio Don Bosco, 200 metros oeste, 25 metros al norte, Zapote, San Jose, Costa Rica.

This amendment was approved by the members of the company on July 23, 2004.

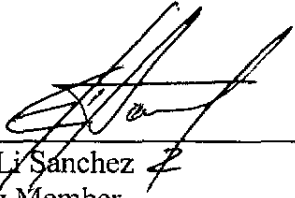
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned do hereby set their hands and seals.

DATED this 23 day of July 2004.

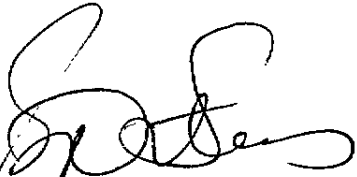


Eduardo Li Sanchez
Managing Member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this day personally appeared before me, by EDUARDO LI SANCHEZ, as Managing Member of TROPICAL WIND CARGO INTERNATIONAL, LLC a Florida Limited Liability Company, whom I personally know or who provided COSTA RICA DRIVER LICENSE as identification and who executed the above Articles of Amendment on behalf of the company.

WITNESS, my hand and official seal this 23 day of July 2004.



Notary Public

My Commission expires:



George M Santamarina
My Commission: 00318932
Expires June 06, 2008

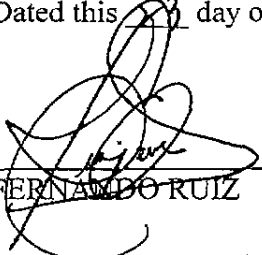
ACCEPTANCE

FILED

Having being named as registered agent to accept service of process for TROOP WIND
CARGO INTERNATIONAL, LLC, at 8305 NW 27 Street, Miami, FL 33122, I hereby accept the
appointment as registered agent and agree to serve in that capacity. I further agree with
provisions of law regarding the proper and complete performance of my duties, and I
with and accept the obligations of my position as registered agent.

2004 AUG 12 4 11 PM '07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dated this 27 day of July, 2004



FERNANDO RUIZ