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Law Offices of
FRANK EVANS, ESQ.
7700 N. Kendall Drive
Suite 413
Miami, Florida 33156

May 28, 1997

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

Re: G & M International LLC

Dear Sir/Madam:

Attached please find a Certificate of Amendment to the Articles of Organization of the above-mentioned LLC, together with a check in the sum of \$52.50 to cover the cost of the filing fees.

Kindly return the confirmation letter at the earliest possible convenience to the above address.

Sincerely,


Guadalupe Gutierrez
Legal Assistant

/gg

Enclosures: as stated

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FILED
97 MAY 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF

G & M INTERNATIONAL LLC
(A Florida Limited Liability Company)

FILED
97 MAY 30 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of this articles of organization was April 22, 1997.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

The name of two (2) of the three (3) Managing Members should be amended to read:

Giacomo Agrusa/Caracas Venezuela

Francisco Agrusa/Caracas Venezuela.

Consequently, Article IV - Management of the articles of organization of this limited liability company, should hereinafter read as follows:

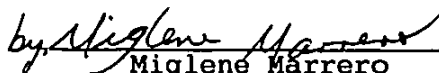
"The Limited Liability Company is to be managed by the members, and the names and address of the managing members are:

Miglene Marrero
16228 S.W. 75th Street
Miami, Florida 33193

Giacomo Agrusa
Caracas, Venezuela

Francisco Agrusa
Caracas, Venezuela

Dated this 28th day of the month of May, 1997 in Miami, Florida.


Miglene Marrero
Managing Member