

Division of Corporations

MARTINEZ-CID, P.A.

305-8582513

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LIMITED LIABILITY AMENDMENT

800 ANDALUSIA L.L.C.

Certificate of Status	1
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: 000189041 3

RICARDO MARTINEZ-CID

Professional Association

Attorney at Law

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SEND TO: Florida Department of State/Division of Corporations
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (850) 205 0383

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: September 24, 2004

Gentlemen:

A Basic Amendment/Statement of Change of Manager for 800 ANDALUSIA L.L.C. and our electronic filing cover sheet, dated September 24, 2004 follow. Upon filing this instrument, please, provide, via facsimile, one certified copy. **IT IS ESSENTIAL FOR THE CHANGE OF MANAGER TO BE REFLECTED IN YOUR RECORDS IMMEDIATELY!** Thank you, for your cooperation.

Sincerely yours,


Ricardo Martinez-Cid

RMC/amr

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Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
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ARTICLES OF AMENDMENT FOR 800 ANDALUSIA L.L.C.

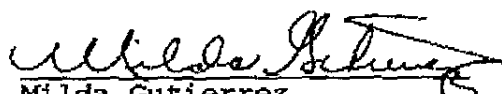
We, Carlos Gutierrez and Milda Gutierrez, hereby, as the two current members of 800 ANDALUSIA L.L.C., a Florida limited liability company, organized on March 14, 2003:

1. Evidence the removal of LATIN MARKETING REPRESENTATIONS L.L.C. a Florida limited liability company, as member and manager of 800 ANDALUSIA L.L.C., a limited liability company organized under the laws of the State of Florida, Charter Number L 03000009235, and
2. Affirm that said limited liability company has been notified in writing of the resignation, effective September 24, 2004, and
3. Certify that, on September 24, 2004, at a duly held meeting of all members, Carlos Gutierrez and Milda Gutierrez, of 4466 Alton Road, Miami Beach, Florida 33140, were unanimously elected to serve as the two Managers of said limited liability company, and has accepted to serve as such, from September 24, 2004, as evidenced by their joinder hereunder.

IN WITNESS WHEREOF, the foregoing Statement of Change of Manager is duly executed in Miami, Florida this September 24, 2004.


Carlos Gutierrez
4466 Alton Road,
Miami Beach, Florida 33140,

(Limited Liability Company Seal)


Milda Gutierrez
4466 Alton Road,
Miami Beach, Florida 33140

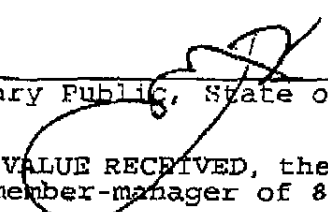
Page One of Two

Prepared by: Ricardo Martinez-Cid
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: :000189028 3

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STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this September 24, 2004, by Carlos Gutierrez and Milda Gutierrez, the two members of 800 ANDALUSIA L.L.C., individually and on behalf of said limited liability company, who provided their Florida driver's licenses for identification and did take an oath.


Notary Public, State of Florida

FOR VALUE RECEIVED, the undersigned hereby tenders its resignation as member-manager of 800 ANDALUSIA L.L.C.

LATIN MARKETING REPRESENTATIONS
L.L.C.


BY: GLADYS GUTIERREZ,
As Manager Member

(COMPANY SEAL)

State of Florida)
) SS.
County of Miami-Dade)

The foregoing instrument was acknowledged, sworn to and subscribed before me this September 24, 2004, by GLADYS GUTIERREZ, Individually, and as sole Manager-Member of LATIN MARKETING REPRESENTATIONS L.L.C., on behalf of said Florida limited liability company, who produced her Florida driver's license as identification and did take an oath.

(NOTARY SEAL)


Notary Public / State of Florida

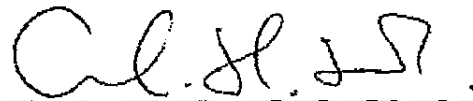
Prepared By: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: : 000189028 3

WAIVER OF NOTICE OF SPECIAL MEETING OF
THE MEMBERS AND MANAGERS
OF 800 ANDALUSIA L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY,
TO BE HELD ON SEPTEMBER 24, 2004 AT 9:00 A.M.
AT 4466 Alton Road, Miami Beach, Florida 33140

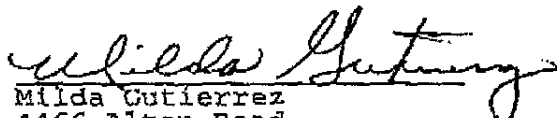
The undersigned, Carlos Gutierrez, manager-member and resident agent, and Milda Gutierrez, substitute manager-member of 800 ANDALUSIA L.L.C., a Florida limited liability company (the "Limited Liability Company"), hereby consent to a meeting of the subscribers and initial Membership of the Limited Liability Company, on the date and place herein-above established, to:

- (i) evidence the removal of INTERNATIONAL REGISTERED AGENT CORP., as resident agent, by unanimous vote of the members; and,
- (ii) accept the resignation of LATIN MARKETING REPRESENTATIONS L.L.C., a Florida limited liability company, as manager of the Company; and,
- (iii) to elect Milda Gutierrez to act as substitute manager, and Carlos Gutierrez to act as resident agent; and,
- (iv) to deal with any other matter germane to the above presented to the meeting by a proper resolution, duly seconded at the meeting.

IN WITNESS WHEREOF, the foregoing Waiver was executed by the undersigned on September 24, 2004, at Miami, Miami-Dade County, Florida.



Carlos Gutierrez
4466 Alton Road,
Miami Beach, Florida 33140



Milda Gutierrez
4466 Alton Road,
Miami Beach, Florida 33140

(Limited Liability Company Seal)

MINUTES OF SPECIAL MEETING OF
THE SUBSCRIBERS, MEMBERSHIP AND MANAGERS
OF 800 ANDALUSIA L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY,
HELD ON SEPTEMBER 24, 2004 AT 9:00 A.M.
AT 4466 Alton Road, Miami Beach, Florida 33140

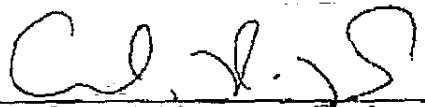
The undersigned, by their signature hereunder, certify that, at a duly held special meeting of the Membership and Managers of 800 ANDALUSIA L.L.C., a Florida limited liability company (the "Limited Liability Company"), called in accordance with the Regulations thereof, held on the date and place herein-above established, at which all members and subscribers were present and voting throughout, the following resolutions were unanimously adopted and are still in full force and effect and unaltered and unmodified, to-wit:

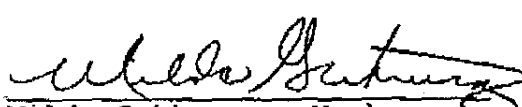
RESOLVED to accept the removal of INTERNATIONAL REGISTERED AGENT CORP., as resident agent and the resignation of LATIN MARKETING REPRESENTATIONS L.L.C., a Florida limited liability company, as manager of the Company; and,

FURTHER RESOLVED to elect Milda Gutierrez to act as substitute manager, and Carlos Gutierrez to act as resident agent; and,

FURTHER RESOLVED to instruct and empower the new manager to file with the Florida Secretary of State any documents necessary to implement the foregoing resolutions.


IN WITNESS WHEREOF, the foregoing Minutes were executed by the undersigned on September 24, 2004, at Miami, Miami-Dade County, Florida.


Carlos Gutierrez, Member
4466 Alton Road,
Miami Beach, Florida 33140


Milda Gutierrez, Member
4466 Alton Road,
Miami Beach, Florida 33140

(Limited Liability Company Seal)

LATIN MARKETING REPRESENTATIONS L.L.C.

BY: 
GLADYS GUTIERREZ
As President and Individually
Member


MERCEDES ARMSTRONG
Individually
Member