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LIMITED LIABILITY AMENDMENT

A-VENTURE CAPITAL ESTATES, LLC

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective July 25, 2005 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: A-Venture Capital Estates, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on July 5, 2005.

Article III. Address

The Company's street and mailing address is:

A-Venture Capital Estates, LLC
205 WORTH AVE., Suite 317
Palm Beach FL 33480 USA

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:
JEAN MARC LOPEZ
205 WORTH AVE. Suite 317 Palm Beach FL 33480

Article VII. Officers. The Company's officers are:

President	Jean Marc Lopez
Vice President	Jean Marc Lopez
Secretary	Jean Marc Lopez
Vice President	Richard Danton

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Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

A-Venture Capital Estates, LLC

By: _____

Name: Jean Marc Lopez

Title: Manager

Date: July 25, 2005

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

CORPORATION:
A-Venture Capital Estates, LLC

REGISTERED AGENT/OFFICE:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

CORPORATE CREATIONS NETWORK INC.
Jessica Vella, Vice President
by E.S. Davila as attorney-in-fact

Date: July 25, 2005

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