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ENTITY NAME:

ES VENTURES ONE, LLC

CK# 6056 FOR \$ 55.00 .

PLEASE FILE THE ATTACHED AMENDMENT & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

___ CERTIFICATE OF STATUS

Examiner's Initials

AMENDMENT TO THE ARTICLES OF ORGANIZATION OF ES VENTURES ONE, LLC

The Articles of Organization for this limited liability company (the "Company") were filed on June 23, 2004, and the Company was assigned Florida Document No. L0400041655.

The Articles of Organization are amended as follows:

The names and addresses of the following former Member Managers are (except as otherwise provided herein) removed:

William C. Sussman

1570 Madruga Avenue

Suite 311

Coral Gables, FL 33146

Juan Lievano

1570 Madruga Avenue

Suite 311

Coral Gables, FL 33146

The name and address of the following Managers are being added:

Alan Davis

1381 Brier Creek Circle

The Villages, FL 32162

McHenry Hamilton

9485 Sunset Drive

Suite A-280

Miami, FL 33173

Malcolm H. Neuwahl

1500 San Remo Avenue

Suite 125

Coral Gables, FL 33146

Harry Schrier

7390 SW 153rd Street

Miami, FL 33157

Juan Lievano (President, Secretary, Treasurer, and Manager) 11945 SW 100th Terrace Miami, FL 33186

The new address of the limited liability company shall be as follows:

c/o Robert Berney Suite 500 9700 South Dixie Highway Miami, FL 33156 SECRETARY OF SIALL SIVISION OF CORPORATIONS

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This Amendment to the Articles of Organization acknowledges and agrees that Juan Lievano serves and held the positions as the Company's President, Secretary, Treasurer, and Co-Manager, and at certain times the positions of Member-Manager or Manager with ample and enough faculties and authority to conduct and conclude any and all of the Company's business and operations concerning property the Company may own in El Salvador, including but not limited to the execution of any and all contracts and documentation necessary to sell, transfer, and convey lots and any other real estate for the Company, as well as to execute on behalf of the Company any and all documentation necessary before public entities, private entities or any third party for the abovementioned purposes. This Amendment to the Articles of Organization also acknowledges and confirms that Mr. Lievano has continuously been the Company's authorized legal representative as well as President, Secretary, and Treasurer with ample and enough faculties to act for the abovementioned purposes from the time of the Company's formation and until this amendment, and thereafter until such time as the Company changes Mr. Lievano's positions with the Company and provides public notice of same through the State of Florida public records.

The effective date of this Amendment shall be upon the filing of these Articles of Amendment to Articles of Organization with the Secretary of State of the State of Florida.

ES Ventures One, LLC

By:

Malcolm H. Neuwahl, Co-Manager