

Division of Corporations

Page 1 of 1

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BASIC AMENDMENT

OCEAN CLUB ASSOCIATES, INC.

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Amend
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ARTICLES OF AMENDMENT OF OCEAN CLUB ASSOCIATES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, Ocean Club Associates, Inc., a Florida Profit Corporation, (hereinafter referred to as the "Corporation") adopts the following amendment to its Articles of Incorporation:

Article IX of the Articles of Incorporation is hereby amended to read as follows:

The following are the names and addresses of the Corporation's only directors:

Name:	Address:
1. Nestor Daniel Nozzi	2828 SW 22 Street, Suite 208 Miami, FL 33145
2. Gustavo Hugo Ondarcuhu	2828 SW 22 Street, Suite 208 Miami, FL 33145
3. Fernando Bonelli	2828 SW 22 Street, Suite 208 Miami, FL 33145


The following are the names and addresses of the Corporation's only officers:

Name and Title:	Address
1. Fernando Bonelli, as President.	2828 SW 22 Street, Suite 208 Miami, FL 33145
2. Nestor Daniel Nozzi, as Secretary.	2828 SW 22 Street, Suite 208 Miami, FL 33145
3. Gustavo Hugo Ondarcuhu, as Treasurer.	2828 SW 22 Street, Suite 208 Miami, FL 33145
4. Willem C. Nijland, as Asst. Treasurer	2828 SW 22 Street, Suite 208 Miami, FL 33145

The date of adoption of the amendment was August 9, 2004.

The forgoing amendment was approved by Joe Lundel International, a Panamanian corporation, the sole shareholder of the Corporation, whose sole vote is sufficient for approval.

Signed, this 17 day of September, 2004.



Fernando Bonelli, as President
And Director of the Corporation.

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