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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

XAC COMPANY, L.L.C.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

42

6/29/00 10:26 AM

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CERTIFICATE OF AMENDMENT

TO
ARTICLES OF ORGANIZATION
OF
XAC COMPANY, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

- FIRST: The date of filing of the articles of organization was February 11, 2000.
- SECOND: The following amendments to the articles of organization was adopted to the limited liability company:

ARTICLE VI
MEMBER

The Company shall have two (2) members. The names and addresses of the members is:

OFFBLUE CORPORATION, a Florida corporation
C/O 901 Ponce de Leon Boulevard
Suite 603
Coral Gables, Florida 33134

ARBA INVESTMENTS, CORPORATION, a Florida corporation
C/O 901 Ponce de Leon Boulevard
Suite 603
Coral Gables, Florida 33134

ARTICLE VII
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The names and addresses of the managers who will serve as managers until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

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OFFBLUE CORPORATION
C/O 901 Ponce de Leon Boulevard
Suite 603
Coral Gables, Florida 33134

DATED: June 28, 2000.

XAC COMPANY, L.L.C.

OFFBLUE CORPORATION, a Florida corporation,
Member

By: 

Guillermo Carrillo, Jr., Vice-President

XAC COMPANY, L.L.C.

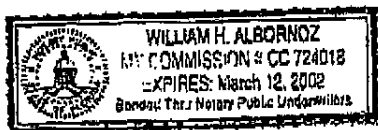
ARBA INVESTMENTS, CORPORATION, a Florida
corporation, Member


By: 

Guillermo Carrillo, Jr., Vice-President

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged before me this 28 day of June, 2000, by Guillermo Carrillo, Jr., as Vice-President of Offblue Corporation, a Florida corporation, Member, and Guillermo Carrillo, Jr., as Vice-President of Arba Investments, Corporation, a Florida corporation, as Member, who is personally known to me or who has produced as identification.




Notary Public, State of Florida

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