

Law Offices of
MICHAEL A. CURREA

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August 11, 2000

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re.: HEAROM, L.L.C.
Our File No.: 00-3929

Dear Sir/Madam:

Enclosed herewith please find a Statement of Change of Registered Office or Registered Agent or Both, for HEAROM, L.L.C., Limited Liability Company, and Articles of Amendment to Articles of Organization of said company, to be filed with your office. Also enclosed is my trust account check in the amount of \$58.75, representing payment of the following:

Filing Articles of Amendment	\$25.00
Filing Statement of Change	25.00
Cost for certified copy of Articles of Amendment	8.75
TOTAL	\$58.75

It would be greatly appreciated if you would file the enclosed documents and return a certified copy of the Articles of Amendment to the undersigned, in the enclosed self-addressed stamped envelope, at your earliest convenience.

Thanking you for your anticipated cooperation in this regard, I remain

Very truly yours,

MICHAEL A. CURREA

MAC/com

Enclosures: Those mentioned herein.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
HEAROM, L.L.C.
(A Florida Limited Liability Company)

The undersigned, for the purpose of amending the Articles of Organization of HEAROM, L.L.C., a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Amendment:

FIRST: The date of filing of the articles of organization was: February 10, 2000.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

1. Article IV is amended, to hereafter state as follows:

"ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are: OMAR CHAPARRO, 2599 N.E. 163 Street, No. Miami Beach, FL 33160."

2. Article IX is amended, to hereafter state:

"ARTICLE IX - MANAGEMENT

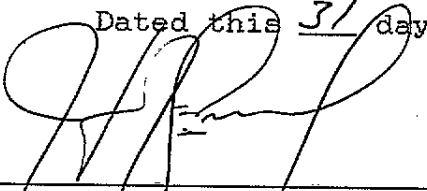
The company shall be managed by the members, in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

HERNANDO SOTO
2599 NE 163 St.
N. Miami Bch., FL 33160

APW MIAMI, INC.,
a Florida Corp.
2599 NE 163 St.
N. Miami Bch., FL 33160"

THIRD: The effective date of these Articles of Amendment shall be: June 8, 2000.

Dated this 31 day of July, 2000


HERNANDO SOTO, Member

APW MIAMI, INC., a Florida Corp.,

By: 
OMAR CHAPARRO, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA