

Division of Corporations

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To:

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Fax Number : (850) 922-4003

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY AMENDMENT

MC STRIVE LC

Certificate of Status	0
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

These Amended and Restated Articles of Organization were adopted effective June 5, 2000 by the members pursuant to section 606.408, 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: VOYAGE TRAVEL LC
Old Name: MC STRIVE LC

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on March 10, 2000.

Article III. Address

The Company's street and mailing address is:

VOYAGE TRAVEL LC
1221 Brickell Avenue, Suite 1100
Miami FL 33131

Article IV. Registered Agent

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

Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131

Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

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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 member-managed company. The name of each member is:

ROCKSIDE LIMITED

1221 Brickell Avenue, Suite 1100 Miami FL 33131

Y2K READY CORP.

1221 Brickell Avenue, Suite 1100 Miami FL 33131

MARCO ANTONIO MACIEL

1221 Brickell Avenue, Suite 1100 Miami FL 33131

Article VII. 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.

VOYAGE TRAVEL DC

By: 
by L. Agent in fact

Name: Marco Antonio Maciel

Title: Member

Date: June 5, 2000

Juris Magister Corporate Services
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:
VOYAGE TRAVEL LC

REGISTERED AGENT/OFFICE:
Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131

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.



LUIS AGRAMUNT
by L.A. Uriarte as attorney-in-fact

Date: June 5, 2000

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