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November 7, 2000

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Via Federal Express

Secretary of State
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of Amendment to Articles of Incorporation of EarthSearch.Org of Florida, LLC

Dear Sir/Madam:

L-3232

Enclosed, please find an original and a copy of the above mentioned document for filing purposes. Also enclosed is a check payable to the Secretary of State in the amount of \$43.75 representing the filing fee and a certified copy.

Please return to us as soon as possible in the enclosed Federal Express envelope.

Thank you for your prompt assistance and cooperation in this matter and if you have any questions in connection to this request, please feel free to contact me.

Very truly yours,

Jonathan D. Beloff
Jonathan D. Beloff

JDB/cae
Enclosures

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TALLAHASSEE FLORIDA

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AMENDMENT TO ARTICLES OF ORGANIZATION OF
EARTHSEARCH.ORG OF FLORIDA, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY

THIS AMENDMENT to Articles of Organization of EARTHSEARCH.ORG OF FLORIDA, L.L.C., (the "Company") is made as of the 31st day of October, 2000, by the undersigned, ROBERTO DI CAMPLI, JESUS H. AMADO, SR., SUSAN SNITCOVSKY C., and RAFAEL R. MORA, the sole Members of the Company ("Members").

WHEREAS, the Articles of Organization dated March 1, 2000, and filed March 22, 2000 with the Secretary of State, State of Florida under Document No. 100000003232, are hereby amended, as follows:

1. Name. The name of the Company is hereby changed from "EarthSearch.Org of Florida, L.L.C." and the company will hereafter be known as **"EarthSearch.net, LLC"**.
2. Principal Office. The street address of the Principal Office in the United States where records are to be kept or made available under Section 607.0202 of the Act, as well as the Company's mailing address is changed to: 8125 N.W. 53rd Street, Suite 116, Miami, Florida 33166.
3. Members/Management. The following Members have been elected to the following offices of the Company each of whom shall hold office until their successors shall have been elected and qualified:

RAFAEL R. MORA	11151 N.W. 71 st Street Miami, Florida 33178	Chairman /Member
ROBERTO DI CAMPLI	5570 N.W. 84 th Avenue Miami, Florida 33166	President/Member
JESUS H. AMADO, SR.	42 S.W. 34 th Avenue City of Miami, Florida	Vice President/Member
SUSAN SNITCOVSKY C.	11151 N.W. 71 st Street Miami, Florida 33178	Vice President/Member

The current registered agent and registered office for the Company are: Jesus H. Amado, Sr., 42 S.W. 34th Avenue, City of Miami, Florida The said registered office and the registered agent at that address are hereby changed as follows:

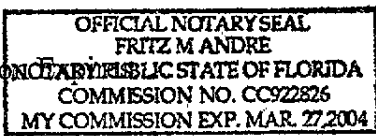
Rafael R. Mora 11151 N.W. 71st Street, Miami, Florida 33178

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CLERK OF DISTRICT COURT
MAYAMOTTE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Jesus H. Amado, Sr. He is personally known to me or who has produced FLORIDA DRIVER LICENSE as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of OCTOBER, 2000.

My Commission Expires:  Fritz M. Andre
Notary Public
Typed, printed or stamped name of Notary Public

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Susan Snitcovsky C. She is personally known to me or who has produced CURRENT FL DL # S532-780-71-747-0 as identification.


WITNESS my hand and official seal in the County and State last aforesaid this 1st day of NOVEMBER, 2000.

My Commission Expires:

Gabriel Fernandez
Notary Public

Typed, printed or stamped name of Notary Public

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

 Gabriel Fernandez
My Commission CC 772363
Expires September 3, 2002

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Rafael R. Mora. He is personally known to me or who has produced FLORIDA DRIVER LICENSE as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of OCTOBER, 2000.


My Commission Expires:

Fritz M. Andre
Notary Public

Typed, printed or stamped name of Notary Public

OFFICIAL NOTARY SEAL
FRITZ M. ANDRE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC922826
MY COMMISSION EXP. MAR. 27, 2004

4. Acknowledgment and Consent of Registered Agent. Having then appointed the new Registered Agent to accept the service of process of the Company at the registered office designated in this Amendment, I hereby accept such status and consent to act in such capacity and agree to comply with all the requirements of the law pertaining thereto.

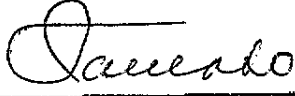


RAFAEL R. MORA

IN WITNESS WHEREOF, we have hereunto set our hands and seals to this Amendment as of the date and year first above written.



ROBERTO DI CAMPLI



JESUS H. AMADO, SR.



SUSAN SNITCOVSKY C.



RAFAEL R. MORA

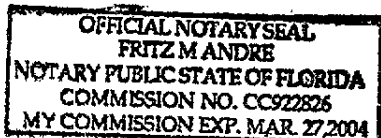
FILED
00 NOV - 8 PM 2:22
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Roberto Di Campli. He is personally known to me or who has produced Florida Driver License as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 31 day of October, 2000.

My Commission Expires:





Notary Public

Fritz M. Andre

Typed, printed or stamped name of Notary Public