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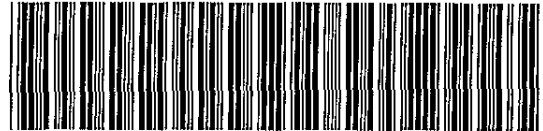
(Business Entity Name)

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J. BRYAN MAR 18 2003

Y & A PROFESSIONAL SERVICE, INC.
12350 S.W 132 CT #207
MIAMI, FLORIDA 33186

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Miami, March 11, 2003

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Gentlemen:

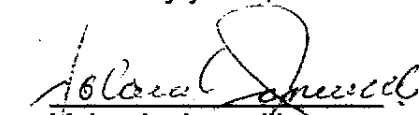
Enclosed please find the amendment to the Articles of Organization of:

SOLARIUM CENTROS DE BRONCEADO, L.L.C.

If you have any questions regarding this matter, please do not hesitate to contact us.

Please send the amendment to the above-mentioned address.

Sincerely yours,


Yolanda Jaramillo

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SOLARIUM CENTROS DE BRONCEADO, L.L.C.

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TALLAHASSEE, FLORIDA

- FIRST: The date of filing of the articles of organization was May 19, 2000
- SECOND: The following amendment to the article of organization was adopted by the limited liability company: Article IV of the articles of organization.

ARTICLE IV
MANAGEMENT

Operating Managers : BERNARDO RIEBER

Manager /President 75% Shares
1136 S Dixie Hwy, Coral Gables, Fl. 33146

JORGE BADUELL 12.50% Shares
Manager/Treasurer
130 Buttonwood Drive, Key Biscayne, Fl. 33149

MARCOS BADUELL 12.50% Shares
Manager/Secretary
130 ButtonWood Dr.
Key Biscayne, Fl. 33149

Dated: February 27, 2003


BERNARDO RIEBER,
PRESIDENT