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LIMITED LIABILITY AMENDMENT
INVERSORA DEL CONOSUR, L.L.C.

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective November 8, 2002 by the members pursuant to section 608.411, 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: Inversora del Conosur, L.L.C.

Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on May 23, 2000.

Article III. Address

The Company's street and mailing address is:

Inversora del Conosur, L.L.C.
2600 SW Third Avenue
Suite 730
Miami FL 33129

Article IV. Registered Agent

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

Raul J. Sanchez De Varona
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
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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 manager-managed company. The name of each manager is:

B DEVELOPMENTS, LLC

2600 SW Third Avenue Suite 730 Miami, FL 33129

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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.

Inversura del Conosur, L.L.C.

By:  _____
by R.J.S. De Varona as attorney-in-fact

Name: Miguel Angel Barbagallo

Title: President

Date: November 8, 2002

Paul J. Sanchez De Varona | FL Bar Member 0844731

Paul J. Sanchez De Varona, P.A.

1320 South Dixie Highway

Suite 280

Coral Gables FL 33146

305-667-7733

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Inversora del Conosur, L.L.C.

REGISTERED AGENT/OFFICE:

Raul J. Sanchez De Varona
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146

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.


RAUL J. SANCHEZ DE VARONA

Date: November 8, 2002

Raul J. Sanchez De Varona | FL Bar Member 0844731
Raul J. Sanchez De Varona, P.A.
1320 South Dixie Highway
Suite 280
Coral Gables FL 33146
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