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LOI0000001199

March 16, 2001

VIA FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

800003877218-4

-03/19/01--01094--002

*****25.00 *****25.00

Re: SARMIENTO ADVERTISING GROUP, INC. and SAMIENTO ADVERTISING GROUP, L.L.C.

Dear Gretchen:

Enclosed please find the Articles of Incorporation for SARMIENTO ADVERTISING GROUP, INC. and the Certificate of Amendment of Articles of Organization of Sarmiento Advertising Group, L.L.C.. Please file the Articles of Incorporation for the corporation first because the Certificate of Amendment of change the managing member to the corporation.

We have enclosed the following checks: (1) check in the amount of \$78.75 for the filing fee for the corporation and (2) check in the amount of \$25.00 for the filing fee of the Certificate of Amendment of the limited liability company. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

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CERTIFICATE OF AMENDMENT OF ARTICLES OF ORGANIZATION
OF SARMIENTO ADVERTISING GROUP, L.L.C.

Marcos Guillermo Victoria, as Executive Vice President of SARMIENTO ADVERTISING GROUP, INC., a Florida corporation, Managing Member, of SARMIENTO ADVERTISING GROUP, L.L.C., Florida limited liability company (the "Limited Liability Company"), hereby certifies that all of the Members of the Limited Liability Company adopted a resolution by unanimous written consent on the 16th day of March, 2001, which approved and adopted the following amendment to the Limited Liability Company's Articles of Organization filed on January 23, 2001:

"ARTICLE III
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Ten Thousand and 00/100 Dollars (\$10,000.00) cash shall be paid to the limited liability company by the members as follows:

Sarmiento Advertising Group, Inc.	5%
Publicidad Sarmiento, S.A.	46%
Lazaro Albo	10%
Eduardo Terranova	33%
Martha L. Alayon	5%
Silvia James	1%

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TALLAHASSEE, FLORIDA

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in amounts equal to aforementioned shares.

"ARTICLE IV
PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company as follows:

Sarmiento Advertising Group, Inc.	5%
Publicidad Sarmiento, S.A.	46%

Lazaro Albo	10%
Eduardo Terranova	33%
Martha L. Alayon	5%
Silvia James	1%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE VIII MANAGEMENT

Management of this limited liability company is reserved to one of its members, that shall serve as such until the first annual meeting of members or until its successors are elected and qualify, whose name and address are as follows:

SARMIENTO ADVERTISING GROUP, INC.

2450 S.W. 137th Avenue
Suite 234
Miami, Florida 33175

IN WITNESS WHEREOF, Marcos Guillermo Victoria, as Executive Vice-President of SARMIENTO ADVERTISING GROUP, INC., a Florida corporation, as Manager of SARMIENTO ADVERTISING GROUP, L.L.C. has executed this Certificate the 16th day of March, 2001.

SARMIENTO ADVERTISING GROUP, INC., a Florida
corporation, Managing Member

By: _____

Marcos Guillermo Victoria,
Executive Vice President

Attest:

By: _____

Beatriz Cabrera, Secretary

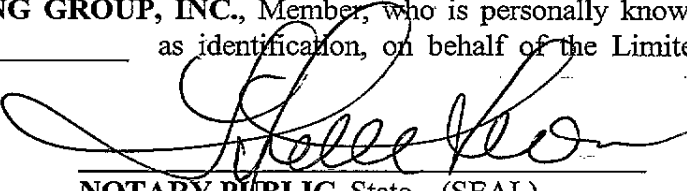
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

) ss

COUNTY OF MIAMI-DADE)

The foregoing Certificate of Amendment of Articles of Organization of **SARMIENTO ADVERTISING GROUP, L.L.C.**, were acknowledged before me, a Notary, this 16th of March, 2001, by Marcos Guillermo Victoria, Executive Vice-President and Beatriz Cabrera as Secretary of **SARMIENTO ADVERTISING GROUP, INC.**, Member, who is personally known to me or who produced _____ as identification, on behalf of the Limited Liability Company.


NOTARY PUBLIC, State (SEAL)
of Florida, at Large

Commission Expires:



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TALLAHASSEE, FLORIDA