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A PROFESSIONAL ASSOCIATION

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LOI 000000 1199

April 12, 2001

VIA FEDERAL EXPRESS

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

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

Re: SAMIENTO ADVERTISING GROUP, L.L.C.

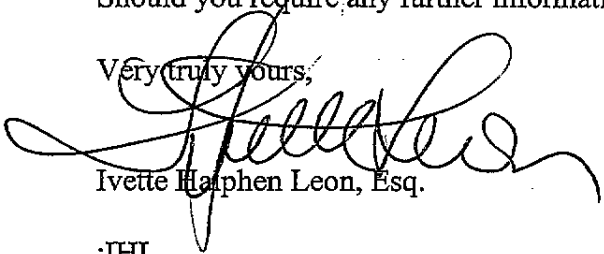
Dear Gretchen:

Enclosed please find the Certificate of Amendment of Articles of Organization of Samiento Advertising Group, L.L.C..

We have enclosed a check in the amount of \$25.00 for the filing fee of the Certificate of Amendment of the limited liability company. Please send us proof of filing by fax at (305) 221-5321.

Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,


Ivette Halphen Leon, Esq.

:IHL

Enclosure

FILED
01 APR 16 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOI-1199

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

Marcos Guillermo Victoria, as Vice-President of PUBLICIDAD SARMIENTO, S.A., 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 12th day of April, 2001, which approved and adopted the following amendment to the Limited Liability Company's Articles of Organization filed on January 23, 2001 and subsequently amended by Certificate of Amendment filed on March 19, 2001:

"ARTICLE III
CAPITAL CONTRIBUTIONS

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

| | |
|----------------------------|-----|
| Publicidad Sarmiento, S.A. | 51% |
| 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:

| | |
|----------------------------|-----|
| Publicidad Sarmiento, S.A. | 51% |
| 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:

PUBLICIDAD SARMIENTO, S.A.

2450 S.W. 137th Avenue

Suite 234

Miami, Florida 33175

IN WITNESS WHEREOF, Marcos Guillermo Victoria, as Executive Vice-President of PUBLICIDAD SARMIENTO, S.A., as Manager of SARMIENTO ADVERTISING GROUP, L.L.C. has executed this Certificate the 12th day of April, 2001.

PUBLICIDAD SARMIENTO, S.A., Managing Member

By: _____

Marcos Guillermo Victoria,
Vice-President

STATE OF FLORIDA)

) ss

COUNTY OF MIAMI-DADE)

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TALLAHASSEE, FLORIDA

The foregoing Second Certificate of Amendment of Articles of Organization of **SARMIENTO ADVERTISING GROUP, L.L.C.**, were acknowledged before me, a Notary, this 12th of April, 2001, by Marcos Guillermo Victoria, Vice-President of **PUBLICIDAD SARMIENTO S.A.**, Member, who is personally known to me or who produced _____ as identification, on behalf of the Limited Liability Company.

NOTARY PUBLIC, State (SEAL)

My Commission Expires: _____ of Florida, at Large

