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ROLANDO E. LEIVA, C.P.A., P.A. LAKESIDE COMMONS OFFICE PARK 7400 S.W. 50th TERRACE, SUITE 302 MIAMI, FLORIDA 33155 TELEPHONE # (305) 663-1511 FAX # (305) 663-3350

March 23, 2004

TO: DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

FROM: ROLANDO E. LEIVA, C.P.A.

REF: CD SYSTEMS, LLC

DOCUMENT #L01000006928

Please amend the articles of the above named corporation.

Our daytime telephone number and return address is:

TELEPHONE # (305) 663-1511 FAX # (305) 663-3350

7400 S.W. 50th TERRACE, SUITE 302 MIAMI, FLORIDA 33155

Respectfully submitted,

Rolando E. Leiva, C.P.A.

*ROLANDO E. LEIVA, C.P.A., P.A. *7400 SW 50 TERR., #302*MIAMI, FL*

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF CD SYSTEMS, LLC (a Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was: APRIL 26, 2001

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The Registered Agent named JORGE MARTINEZ of address 5600 Collins Avenue, Suite 10C, Miami Beach, Florida 33140 shall be permanently deleted from the articles of the Company.

The new Registered Agent to be added is as follows: CAMILO F. SANCHEZ of 7000 Island Boulevard #1206, Aventura, Florida 33160.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 608 F.Ş.

CAMILO F SANCHEZ

Registered Agent's Signature

ARTICLE IV - MANAGEMENT

The Member Manager named JORGE MARTINEZ of address 5600 Collins Avenue, Suite 10C, Miami Beach, Florida 33140 shall be permanently deleted from the articles of the Company.

A new member manager shall be added as follows: CAMILO F. SANCHEZ of 7000 Island Boulevard, #1206, Aventura, Florida 33160.

The limited liability company is to be managed by a SINGLE MANAGER thus the entity is to be considered a SINGLE MANAGER LLC. The new MANAGER shall be CAMILO F. SANCHEZ.

DATED

Signature of a member or authorized representative of a member

Typed or printed name of signee

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