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DIVISION OF CONFICRATION





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Updater

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Acknowledgment

W.P. Varifier

Toll Free: 1-800-432-3028

THANKS.

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

October 13, 2003

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

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

REF: CD SYSTEMS, LLC DOCUMENT #L01000006928

DOCOMENT #E0100000928

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.

Note:
Corp lainstatement form to be processed prior
to this ammortment

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12:03

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OE 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 ANDRES FELIPE CORTAZAR of address 5600 Collins Avenue, Suite 10C, Miami Beach, Florida 33140 shall be permanently deleted from the articles of the Company.

The new Member Manager to be added is as follows JORGE MARTINEZ of 5600 Collins Avenue, Suite 10C, Miami Beach, Florida 33140.

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.S.

Registered Agent's Signature

R.A

ARTICLE IV - MANAGEMENT

The Member Manager named ANDRES FELIPE CORTAZAR 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: JORGE MARTINEZ of 5600 Collins Avenue, Suite 10C, Miami Beach, Florida 33140.

The limited liability company is to be managed by a SNGLE MANAGER thus the entity is to be considered a SINGLE MANAGER LLC. The new MANAGER shall be JORGE MARTINEZ.

DATED: 10/1

JORGE MARTINEZ

Typed or printed name of signee

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