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SEELIGER Y CONDE

THE AMROP HEVER GROUP
GLOBAL EXECUTIVE SEARCH

December 11, 2001

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*****60.00 *****60.00

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Fl. 32314

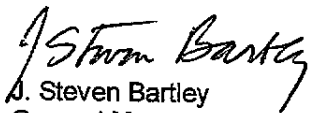
To Whom It May Concern,

I attach original Articles of Amendment for Seeliger y Conde International - Miami, L.L.C., signed by each of the members. Note that since members are located abroad, each has signed a separate copy of the document (per instructions you provided me by phone).

I attach a check for \$60.00 to cover the filing fee and the cost of a certified copy and certificate of status which we would appreciate you mailing to the address below.

If you have any questions, feel free to contact me at the phone number also listed below.

Sincerely,



J. Steven Bartley
General Manager
Seeliger y Conde International - Miami, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Seeliger y Conde International-Miami, L.L.C.
95 Merrick Way Suite #518 Coral Gables, Florida, 33134
Phone: (305) 442-1160 FAX (305) 402-0977

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ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION OF
SEELIGER Y CONDE INTERNACIONAL, S.L.C.
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization for SEELIGER Y CONDE INTERNACIONAL - MIAMI, L.L.C. was July 23, 2001.

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

"The business and affairs of the Company shall be managed under the direction and control of a management committee (the "Management Committee"), which shall consist of three (3) individuals, who need not be Members.

Dated: September 6, 2001

World Management Advisors Argentina, S.A.

By: _____



Juan Llopart Perez

World Management Advisors D.C.

By: _____

Roberto Eduardo Enrique Hall

P.M.C. Empreendimentos E Consultoria LTDA.

By: _____

Luiz Alberto Dabague Panelli

By: _____

Antonio Joaquim da Motta Carvalho

By: _____

Luiz Carlos de Queiroz Cabrera

By: _____

Juan Miguel Camacho

Seeliger y Conde Internacional, S.L.

By: _____



Juan Llopart Perez

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ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION OF STATE
SELLIGER Y CONDE INTERNACIONAL, S.L.
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization for SELLIGER Y CONDE INTERNACIONAL - MIAMI, L.L.C. was July 23, 2001.

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Dated: September 6, 2001

World Management Advisors Argentina, S.A.

By: Juan Llopert Perez

P.M.C. Empreendimentos E Consultoria LTDA.

By: Luiz Alberto Dabague Panelli

By: Antonio Joaquim da Motta Carrvalho

By: Luiz Carlos de Queiroz Cabreira

World Management Advisors D.C.

By: Roberto Eduardo Enrique Hall

By: Juan Miguel Carnacho

Seeliger y Conde Internacional, S.L.

By: Juan Llopert Perez

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TO ARTICLES OF ORGANIZATION OF SECRETARY OF STATE
SEEELIGER Y CONDE INTERNACIONAL - MIAMI, FLORIDA
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization for SEEELIGER Y CONDE INTERNACIONAL - MIAMI, L.L.C. was July 23, 2001.

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World Management Advisors Argentina, S.A.

By: Juan Llopart Perez

P.M.C. Empreendimentos E Consultoria LTDA.

By: Luiz Alberto Dabague Panelli

By: Antonio Joaquim da Motta Carvalho

By: Luiz Carlos de Queiroz Cabrera

World Management Advisors D.C

By: 
Roberto Edmundo Enrique Hall

By: Juan Miguel Camacho
Seeeliger y Conde Internacional, S.L.

By: Juan Llopart Perez

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Guinea, Caillaux y ASSECOIARSA OF STATE
TALLAHASSEE, FLORIDA

RZL Asociados del Norte, S.A. de C.V.

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Jose Guadalupe Castillo Gutierrez

By:

Ferrando Guinea Naranjo

Jose Luis Newman Flores

By:

Gustavo Caillaux Zazzalli

Pablo Alberto Francisco Gomez

MV Consultores Limitada,

Aurora Maria Juarez Perez

By:

Max Vicuña Castillo


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Guinea, Caillaux & Associates, S.A.
TALLAHASSEE, FLORIDA

RZL Asociados del Norte, S.A. de C.V.
By: _____
Jose Guadalupe Carrillo Gutierrez

By: _____
Fernando Guinea Naranjo



Jose Luis Newnan Flores
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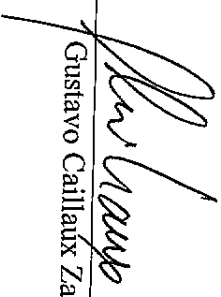
Guinea
TALLAHASSEE, FL 32309
SECRETARY OF STATE
OFFICE OF THE CLERK

By: 
Fernando Guinea Naranjo

RZL Asociados del Norte, S.A. de C.V.

By: _____
Jose Guadalupe Carrillo Gutierrez

Jose Luis Newman Flores

By: 
Gustavo Caillaux Zazzali

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Pablo Alberto Francisco Gomez

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By: _____
Max Vicuña Castillo

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Guinea, Caillaux y Asociados y SACS TATE
TALLAHASSEE, FLORIDA

RZL Asociados del Norte, S.A. de C.V.

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