

Division of Corporations

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Ld/000/4276**Florida Department of State****Division of Corporations
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Fax Number : (850) 205-0383****From:****Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133****[AL]****LIMITED LIABILITY AMENDMENT****ORBINET USA, L.L.C.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ORBINET USA, L.L.C.

The undersigned hereby Amends and Restates the Articles of Organization of Orbinet USA, L.L.C., a Florida limited liability company pursuant to Section 608.411 of the Florida Limited Liability Company Act (the "Act") which were filed with Florida Secretary of State on August 23, 2001.

ARTICLE ONE

NAME

The name of the limited liability company is Orbinet USA, L.L.C.

ARTICLE TWO

DURATION

This limited liability company shall exist for not more than thirty years from the filing date of the original Articles of Organization.

ARTICLE THREE

PURPOSE

This limited liability company is formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE FOUR

PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this limited liability company shall be 16555 N.W.13th Avenue, #101, Miami, Florida 33169; provided that the principal place of business may be changed from time to time and the limited liability company may have such other place or places of business as the member and the managers may determine. The name and street address of the registered agent of the Company is John Freud, Esq., Freud, Abraham & Schwartz, 999 Brickell Avenue, Suite 100, Miami, Florida 33131.

ARTICLE FIVE

MANAGEMENT

The Company will be a manager-managed company. The Managers of the limited liability company are Joaquin Miranda, Jorge Hernandez and Alberto Carrizosa.

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ARTICLE SIX

ADMISSION OF ADDITIONAL MEMBERS AND
TRANSFER OF MEMBER INTEREST

No person shall be admitted as an additional member of this limited liability company, without the unanimous approval of the members, which none of them shall be required to give.

A member's interest in this limited liability company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgement of lien, by judgement or order of court or by any other means, without the unanimous approval of the remaining members, any such transfer of a member's interest shall entitle the transferee solely to a charge upon (i) the share of income of; and (ii), when, as and if declared unanimously by the remaining members, distributions, by the way of profits, return of capital or otherwise, from this limited liability company, in each case with respect to the would-be transferor's shares thereof and interest in this limited liability company, but not including any compensation paid to would-be transferor for services rendered to this limited liability company.

ARTICLE SEVEN

MEMBERNAMEADDRESS

Orbinet Services International, L.C.C.

1655 N.W. Avenue, #101
Miami, Florida 33169

ARTICLE EIGHT

WITHDRAWAL, RETIREMENT, DEATH BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this limited liability company shall be dissolved; provided that the members other than the deceased, retired, resigned, or expelled member, may consent to continue the business of this limited liability company, or by amendment to these Articles of Organization may provide for the continued existence of this limited liability subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

ARTICLE NINE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct

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was unlawful. The limited liability company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the operating agreement of the limited liability company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE TEN

AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this limited liability company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the sole member of the this limited liability company has executed this Amendment to the original Articles of Organization as of October 4, 2001.

MEMBERS:

Orbinat Services International, L.L.C.

By: 

Alberto Carrizosa, Manager

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