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LIMITED LIABILITY AMENDMENT

BGR DEVELOPMENT II, LLC

Certificate of Status	0
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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF BGR DEVELOPMENT II, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant of the provisions of section 607.1006, Florida Statutes, this Florida limited liability company adopts the following articles of amendment to its articles of organization:

FIRST: Amendments adopted:

ARTICLE FIFTH

The limited liability company shall be manager-managed and will have two (2) Members:

Name: BARON R CORP., a British Virgin Islands Corporation
Percentage of Membership Interest: 50%

Name: CESAR BARON (Sr.)
Percentage of Membership Interest: 50%

ARTICLE SEVENTH

The limited liability company shall have three (3) managers:

Name: Cesar Baron (Sr.)
Address: 4647 NW 111 Court, Miami, Florida 33178

Name: Cesar Baron (Jr.)
Address: 4647 NW 111 Court, Miami, Florida 33178

Name: Lina Baron
Address: 4647 NW 111 Court, Miami, Florida 33178

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment adoption is May 20, 2003.

FOURTH: Adoption of Amendment:

The Amendment was approved by the members. The number of votes cast for the amendment was sufficient for approval.

Signed this 20th day of May, 2003.



CESAR BARON (Sr.)
Manager



LINA BARON
Manager



CESAR BARON (Jr.)
Manager

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