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03 JUL -7 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
PARLADÉ & FIGUERAS
7050 SOUTHWEST 86th AVENUE
MIAMI, FLORIDA 33143-2426

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TELEPHONE 305. 595.2300
FACSIMILE 305. 595.0408

July 1, 2003

Via Regular Mail

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

RE: PREVAIL INVESTMENTS, LLC

Dear Sir or Madam:

Enclosed herewith please find our Trust Account check in the amount of \$25.00 representing the Filing Fee to amend the Articles of Organization for the above referenced LLC.

If you have questions or require any additional information, please do not hesitate to contact our office.

Very truly yours,



Claire Parlade
Legal Assistant

Enclosure

FILED
03 JUL -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

PREVAIL INVESTMENTS, LLC.

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was November 13, 2001.

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

ARTICLE IX MANAGERS is hereby amended.

The following Initial Manager shall be removed:

EXPERTISE DEVELOPMENT CORP.
13200 SW 128 STREET
MIAMI, FL 33186

The following Initial Manager shall be inserted:

EXPERTISE INTERNATIONAL CORPORATION
13200 SW 128 STREET
MIAMI, FL 33186

Dated June 27, 2003.

Signature of a member or authorized representative of a member

SEE ATTACHED SIGNITURE PAGE

Typed or printed name of signee

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03 JUL -7 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Filing Fee: \$25.00

Dated this 27 day of JUNE, 2003.

Prevail Investments, Inc.,
a Florida limited liability company

By: **Expertise International Corporation**
a Florida corporation


By: **Julio C. Perez, President**

Date:

By: **Baysound Development, Corp.**
a Florida corporation


By: **Ignacio Abascal, President**

Date:

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TALLAHASSEE, FLORIDA