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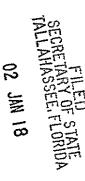
LIMITED LIABILITY AMENDMENT

BENCHMARK BARCELONA L.L.C.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$25.00

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

BENCHMARK BARCELONA L.L.C.. a Florida limited liability company



FIRST:

The date of filing of the articles of organization was January 7, 2002.

SECOND:

The following amendment to the articles of organization was adopted

by the limited liability company:

Article VII - Management is hereby deleted in its entirety and the following substituted as Article VII:

ARTICLE VII - MANAGEMENT

Management of the Company at the time of formation shall be managed by the initial manager whose name and address is as follows:

> Alex Locay 1010 Seminole Drive, #1501 Fort Lauderdale, FL 33304

Dated: January 10, 2002

Alex Locay

Authorized Representative of a Member