Wette Harsher La Requester's Name	QQ 350
Alayon or Associates,	P.A.
2450 S.W. 1374h Ave. S City/State/Zip Phone Phon	5000047944751 -01/24/0201062005 *****75.00 *****25.00
CORPORATION NAME(S) & DOCUM	MENT NUMBER(S), (if known):
102 1261	
1. (Corporation Name)	(Document #)
2(Corporation Name)	MMA MSMt
	et RIA
3(Corporation Name)	(Document #)
4(Corporation Name) Walk in Pick up time Mail out Will wait	(Document #) Certified Copy Photocopy Certificate of Status
NEW FILINGS Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS	REGISTRATION/QUALIFICATION
Annual Report Fictitious Name	Foreign Limited Partnership Reinstatement Trademark Other
CR2E031(7/97)	Examiner's Initials

CERTIFICATE OF AMENDMENT OF ARTICLES OF ORGANIZATION OF VALJOR INVESTMENT GROUP III, L.L.C.

Jorge A. Valdes, member of VALJOR INVESTMENT GROUP III, LLC, a Florida limited liability company, (the "Limited Liability Company"), hereby certifies that all of the Members of the Limited Liability Company adopted a resolution by unanimous written consent on the 22nd day of January, 2002, which approved and adopted the following amendment to the Limited Liability Company's Articles of Organization filed on January 17, 2002:

"ARTICLE III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of One Thousand and 00/100 Dollars (\$1,000.00) cash shall be paid to the limited liability company by the members as follows:

JORGE A. VALDES

100%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in amounts equal to aforementioned shares.

"ARTICLE IV PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company as follows:

JORGE A. VALDES

100%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.

2. <u>Losses.</u> All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

"ARTICLE VIII MANAGEMENT

Management of this limited liability company is reserved to one of its members, who shall serve as such until the first annual meeting of members or until its successors are elected and qualify, whose name and address are as follows:

JORGE A. VALDES 3601 S.W. 129th Avenue Miami, Florida 33174

"ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 3601 S.W. 129th Avenue, Miami, Florida 33174, and the name of its initial registered agent at such address is Jorge A. Valdes."

IN WITNESS WHEREOF, JORGE A. VALDES, as Member of VALJOR INVESTEMENT GROUP III, L.L.C, has executed this Certificate the day of January, 2002.

JORGE A. VALDES

By: Jorge A. Valdes

STATE OF FLORIDA)
SS.
COUNTY OF MIAMI-DADE)

The foregoing Certificate of Amendment of VALJOR INVESTMENT GROUP III, L.L.C., were acknowledged before me, a Notary Public in and for the State of Florida, this day of January, 2002 by JORGE A. VALDES, Managing Member, who is personally known to me or who has produced ______ as identification, on behalf of the Limited

Liability Company.

My Commission Expires:

NOTARY PUBLIC, State of Florida
Notary Public - State of Horida
Ny Commission Expires Sep 11, 2004

CEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of VALJOR INVESTMENT GROUP III, L.L.C., the undersigned hereby accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.325.

Executed this day of January, 2002.

By:

Jorge A. Valdes