

L02000002864

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September 30, 2002

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

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-10/07/02--01067--007
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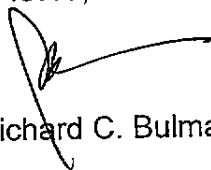
Re: Amendment to the Articles of Organization of Edworks International, LLC

Gentlemen:

Enclosed for filing please find an Amendment to the Articles of Organization of Edworks International, LLC together with our check payable to the Department of State in the amount of \$25.00.

Very truly yours,

SACHS, SAX & KLEIN, P.A.



Richard C. Bulman, Jr.

RCB:RK
Enclosures
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FILED
02 OCT -7 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
EDWORKS INTERNATIONAL, LLC**

I, Roger C. Cuevas, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Amendment to the Articles of Organization of **EDWORKS INTERNATIONAL, LLC** (the "Company") (FL No. L02000002864) under Chapter 608.411 of the laws of the State of Florida:

02 OCT -7 AM 9:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to the Chapter 608.411 of the Florida statutes, the Company hereby adopts the following Amendment to the Articles of Organization (the "Amendment"):

ARTICLE I

The name of the Company is amended and restated in its entirety as follows:

EDTECH INTERNATIONAL, LLC

2. This Amendment was made effective by the Board of Directors of the Company on September 27, 2002.
3. This Amendment was adopted unanimously by the shareholders of the Company via written consent dated September 27, 2002.

IN WITNESS WHEREOF, I, Roger C. Cuevas, the undersigned, being the President of the Company, make and file these Amended Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27 day of September, 2002.

EDWORKS INTERNATIONAL, LLC

By: 

**Roger C. Cuevas
President**

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE MANAGERS AND MEMBERS OF
EDWORKS INTERNATIONAL, LLC**

The undersigned, being all of the managers and members of Edworks International, LLC, a Florida limited liability company (the "Company"), hereby make the following unanimous written statement in lieu of holding a Special Meeting:

ARTICLES OF ORGANIZATION

RESOLVED, that the Articles of Organization of the Company, as filed with the Secretary of State of Florida made effective February 5, 2002, shall hereby be amended and restated as follows:

ARTICLE 1

The name of the Company shall be: **EDTECH INTERNATIONAL, LLC**

RESOLVED, that any Officer is hereby directed to file the appropriate documentation with the Secretary of State of Florida and a duplicate original of the Amended Articles of Organization, as certified by the Secretary of State of Florida, shall be inserted as the first document in the Company's new minute book as part of its permanent records.

CORPORATE DOCUMENTS

RESOLVED, that all material corporate documents, including the Bylaws, shall be revised to reflect the Amended Articles of Organization.

CORPORATE SEAL

RESOLVED, that the seal impressed in the margin of this Consent shall be revised to reflect the Amended Articles of Organization and such seal is hereby approved and adopted as the corporate seal of the Company.

FORM OF STOCK CERTIFICATE

RESOLVED, that the form of stock certificate that is filed as the first item in the corporate minute book shall be revised to reflect the Amended Articles of Organization and is hereby approved and adopted as the form of stock certificate for the Company.

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TALLAHASSEE, FLORIDA

RE-ISSUANCE OF STOCK

RESOLVED, all share certificates currently outstanding shall be revised to reflect the Amended Articles of Organization, and such certificates shall be reissued reflecting share ownership in such amounts as set forth upon the books and records of the Secretary of the Company.

CORPORATE ACCOUNTS

RESOLVED, that the Officers of the Company are authorized, at their discretion and without further action by the Board of Directors to communicate the name change reflected in the Amended Articles of Organization to all officers, directors, employees, agents, representatives, partners, creditors, clients and the like, and to take such measures as may be necessary to effect such change.

FURTHER RESOLVED, that the Secretary of the Company is authorized to certify any standard bank, credit card, or loan resolution necessary to effectuate the foregoing authorizations and to insert copies of these resolutions in the minute books of the Company as part of its permanent records.

FURTHER RESOLVED, that the Directors hereby authorize, empower and direct the Officers of the Company to take any and all other actions as may be necessary to effectuate the intention of the Directors.

Date: September 27, 2002

MANAGERS AND MEMBERS:By: 

Roger C. Cuevas

By: 

Oscar Baisman

By: 

Ricardo Recio

FILED
OCT - 7
AM 9:36
TAMPA
SECRETARY OF STATE
FLORIDA