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ACCOUNT NO. : 072100000032

REFERENCE : 655332 7328994

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 25.00

ORDER DATE : July 9, 2002

ORDER TIME : 11:03 AM

ORDER NO. : 655332-005

CUSTOMER NO: 7328994

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CUSTOMER: Ms. Wendolyn Rivera
Concepcion Rojas & Santos, Llp
220 Alhambra Circle
Suite 350
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: EVOLUTION BUSINESS
TECHNOLOGIES L.L.C.

EFFECTIVE DATE:

L02-6468

XX RESTATED ARTICLES OF ORGANIZATION

XX OTHER: Our client has also included the Written Consent and Operating Agreement. Please file if applicable, if not then please return with the stamped copy of the Restated Articles.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER'S INITIALS: _____

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**RESTATED ARTICLES OF ORGANIZATION
OF
EVOLUTION BUSINESS TECHNOLOGIES L.L.C.**

Pursuant to the authority contained in Florida Limited Liability Company Act, F.S. Chapter, the undersigned, being the Members of Evolution Business Technologies L.L.C., a Florida Limited Liability Company, hereby make, acknowledge, and file the following Amendment to Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability Company shall be Evolution Business Technologies L.L.C., a Florida Limited Liability Company (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company is 80 SW 8th Street, Suite 2000, Miami, FL 33130.

ARTICLE III -- DURATION

The Company commenced its existence on the date the original articles of organization were filed by the Florida Department of State on March 19, 2002. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these Restated Articles of Organization or in the Operating Agreement.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Juan Garcia, of the law firm of Concepcion Rojas & Santos, LLP, located at 220 Alhambra Circle, Suite 350, Coral Gables, Florida 33134.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The Members of the Company are: Helbrin Corp. S.A., a corporation formed and organized under the laws of the Republic of Uruguay, with a principal office in Montevideo, Uruguay (hereinafter "Helbrin") and Silvia Parisi, an individual, domiciled in Buenos Aires, Argentina (hereinafter "Parisi") The aforementioned parties shall also be referred to individually as "Member" or collectively as "Members".

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The Members shall contribute capital to the Company in the form of cash, property or services as set forth in Exhibit "A". The capital contributed to the Company by each Member shall entitle them to hold an ownership interest in the Company in the proportions set forth below as follows:

- (i) Helbrin shall hold a 70% ownership interest.
- (ii) Parisi shall hold a 30% ownership interest

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the Members, or as provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the Members of the Company and on such terms and conditions as shall be determined by all the Members. A Member may transfer his or her interest in the Company as set forth in the Operating Agreement of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the 100% of the Members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

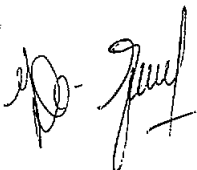
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by majority vote of all the remaining Members.

ARTICLE IX -- MEMBER'S VOTING RIGHTS

The voting control of the Company shall be allocated equally among the Members and each shall have equal rights in respect to the management and conduct of the Business of the Company with out regard their proportionate share of capital contributed to the Company.

ARTICLE X-- MANAGEMENT

The Company shall be managed by a manager in accordance with the Operating Agreement adopted by the Members for the management of the business and affairs of the Company. These Operating Agreement may contain provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Restated Articles of Organization. The name and address of the initial manager of the Company is:



Name:

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Javier Cami

Address:
1619 SW 13th Street,
Miami, Florida 33145.

IN WITNESS WHEREOF, the undersigned Members have made and subscribed these
Restated Articles of Organization on this 24th day of June, 2002.

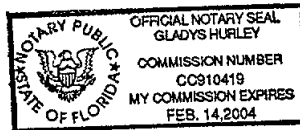
HELBRIN CORP, S.A.

BY:

AUTHORIZED REPRESENTATIVE

SILVIA PARISI

Gladys Hurley
GLADYS HURLEY



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