

LO200 0008022

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LIMITED LIABILITY AMENDMENT

SOUTH VENTURES, LLC

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 12, 2003

SOUTH VENTURES, LLC
3404 GORDEN AVENUE
MIAMI BEACH, FL 33140

SUBJECT: SOUTH VENTURES, LLC
REF: LD2000008022

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of the original articles were filed was April 4, 2002. Please correct the amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumblay
Document Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SOUTH VENTURES, LLC**

Pursuant to the provisions of section 608.411, Florida Statutes, this Florida Limited Liability Company adopts the following articles of amendment to its articles of organization:

FIRST: The date of filing of the articles of organization was April 4, 2002.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

ARTICLE I: Principal Address & Mailing Address

The street address and mailing address of the principal office of the limited liability company shall be:

2655 Le Jeune Road

Suite 326

Coral Gables, Florida 33134

ARTICLE VI: Members

The limited liability company shall be member-managed and will have two (2) Members:

Name: Arturo Crivelli
Percentage of Ownership: 85%

Name: Edifrent S.A.
Percentage of Ownership: 15%

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ARTICLE VI: Registered Agent

The name and address of the company's registered agent is:

Jacqueline Rodriguez

2655 Le Jeune Road

Suite 326

Coral Gables, Florida 33134

These Amendments were recommended by the members of the Limited Liability Company on September 30, 2003.

IN WITNESS WHEREOF, SOUTH VENTURES, LLC, has caused these Articles of Amendments to be executed on this September 30, 2003.

SOUTH VENTURES, LLC

By: _____

[Signature]
Asturo Crivelli - Member

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE

Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is South Ventures, LLC
2. The name of the registered agent is Jacqueline Rodriguez
3. The address of the registered agent/registered office is 2655 Lo Jouno Road Suite 326.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jacqueline Rodriguez

By: Jacqueline Rodriguez
For the Company

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APPROVED AND FILED