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LIMITED LIABILITY AMENDMENT

INVERCOUNSEL USA LLC

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**AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
INVERCOUNSEL USA LLC**

The undersigned, MARK J. SCHEER, Authorized Representative of INVERCOUNSEL USA LLC a Florida limited liability company (the "Company") filed on April 23, 2002 and registered under document number L02000009738 hereby certifies:

1. The name of this company is INVERCOUNSEL USA LLC.
2. Pursuant to Article IX of the Company's Articles of Formation and Section 608.411 of the Florida Statutes, Article VIII is hereby amended to reflect a correction, due to scrivener's error, to the Company's initial manager to Carlos Garcia-Ordonez Aminan. Accordingly, Article VIII is hereby amended in it's entirety to read as follows:

"This Company shall be managed by a single manager appointed by the Members in accordance with the Regulations and Operating Agreement of the Company. The initial sole manager shall be Carlos Garcia-Ordonez Aminan. The members may appoint one or more managers as may be provided for in the Regulations and Operating Agreement of the Company."

3. Except as above amended hereby, the Articles of Organization of the Company, as filed with the Florida Department of State, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, as Authorized Representative of the Company, has duly executed this Amendment to the Articles of Organization this 11th day of July, 2002



MARK J. SCHEER, Authorized Representative

340043.1

THIS DOCUMENT PREPARED BY:

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