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June 10, 2002

FEDEX AIRBILL NO. 8311 7047 2721

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Skies International, L.L.C.
Our Client File Number 1038(e)

Dear Sir or Madam:

Enclosed please find the original as well as a copy of the Amendment to the Articles of Organization of Skies International, L.L.C. and a check in the amount of Twenty-Five Dollars (\$25.00) representing the filing fee. Please process the same accordingly and return a stamped copy to our office in the self-addressed stamped envelope provided. Thank you for your prompt attention to this matter.

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*****25.00 *****25.00

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.


ROSARIO FERRERO-CARR, ESQ.
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name Availability	
Document Examiner	RFC/cg Enclosures
Updater	f:\wpdata\ ferrero\1038\letters\amend-ao0-skies-inter.doc
Reviewer	
Approval	
Adm. no. judgement	DCC
W. P. Verifier	DCC

adding a mgrm

AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF SKIES INTERNATIONAL, L.L.C.

In accordance with the provisions of Florida Statutes, the Members of SKIES INTERNATIONAL, L.L.C., a Florida limited liability company organized on May 24, 2002, hereby amend the Articles of Association as follows:

1. The name of the limited liability company is SKIES INTERNATIONAL, L.L.C.
2. The text of the amendment is as follows:

Article V shall be deleted and a new Article V shall be inserted in its place and shall read as follows:

Article V
Managing Members

The name and address of the managing members of SKIES INTERNATIONAL, L.L.C. are:

Abraham Gilinski
228 Park Drive
Bal Harbour, Florida 33154

Moises Gilinski
287 Bal Cross Drive
Bal Harbour, Florida 33154

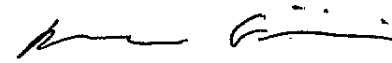
Michael Iaslovits
168 CAMDEN DR
BAL HARBOUR FL 33154

02 JUN 12 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3. The amendment was adopted by unanimous vote of the Members on June 7, 2002.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7 day of June, 2002.



Abraham Gilinski, Managing Member