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LIMITED LIABILITY AMENDMENT

ARCHIE'S BRICKELL, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 8, 2004

ARCHIE'S BRICKELL, LLC
1850 SW 8TH STREET
STE 209
MIAMI, FL 33135

SUBJECT: ARCHIE'S BRICKELL, LLC
REF: 102000014911

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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 original articles were filed on June 14, 2002. Please correct the document.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ARCHIE'S BRICKELL, LLC.**

DOCUMENT NUMBER: L02000014911

Pursuant to Section 608.411, Florida Statutes, the undersigned limited liability company (the "Company") adopts the following Articles of Amendments to its Articles of Organization.

FIRST: The day of filing of the Articles of Organization of the Company was 14th day of June, 2002.

SECOND: Article IV, Management, of the Articles of Organization shall be amended as follows:

MANAGEMENT

THIRD: This limited liability company shall be managed by one (1) manager. The name(s) and address(es) of the person(s) who shall serve as the manager of the Company until his successor(s) are elected and qualified are as followed:

MALDONADO, IGNACIO, 50 S.W. 10TH Street, Suite 812, Miami, FL 33130

FOURTH: The sole member of the company is Food Development Corporation.

FIFTH: Article VII, Profits, shall read as follows:

PROFITS

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business, that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

FOOD DEVELOPMENT CORPORATION 100%

The distributive share of the profit shall be determined and paid to the members each year on the anniversary date of the commencement of business of the Company, the month and day of the commencement date being the date of the filing of these Articles.

Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the

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business, or, if these sources are insufficient to cover such losses, by the members in same Profit Distribution percentages as established in this Article.


SIXTH: The amendment was adopted by all members of the limited liability company on this 7th day of January, 2004.

FOOD DEVELOPMENT CORP., a Panamanian corporation,


By: Ignacio Maldonado


Its: Trustee

LATIN CARIBBEAN RESORTS, INC., a Panamanian corporation,


By: Ignacio Maldonado

Its: Trustee

ARCHIE'S BRICKEN, L.L.C.


By: Ignacio Maldonado

Its: Manager

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