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To:

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY AMENDMENT

SOUTH BAY REALTY GROUP, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENTS
TO ARTICLES OF ORGANIZATION
OF

SOUTH BAY REALTY GROUP, LLC

04 APR 23 AM 9:35
SECRETARY
TALLAHASSEE FLORIDA

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Pursuant to the provisions of Section 608.411 Florida Statutes, this company adopts the following Articles of Amendments to its Articles of Organization:

First: Article II is hereby amended as follows:

ARTICLE II
PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is: C/o 50 W Mashita Dr., Ste. 2, Key Biscayne, FL 33149.

Second: Article V is hereby added as follows:

ARTICLE V
BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) Directors in the capacity indicated below. This number may be increased or decreased from time to time in accordance with the Company's operating agreement but shall never be less than one. The name, capacity and address of the persons who will serve on the Board of Directors are:

Name	Title	Address
Roberto Cortes	President	Allegiance Partners 50 W Mashita Dr., #2 Key Biscayne, FL 33149
William H. Cole Jr.	Vice-President	616 Fernwood Rd., Key Biscayne, FL 33149
Rosa L. Calero	Vice-President	723 Crandon Blvd # 206, Key Biscayne, FL 33149

Third: This Company was organized on September 25, 2002. The members approved all of the amendments on April 21, 2004. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer has set his hands and seal, and caused these Articles of Amendment to be executed this April 21, 2004.

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Roberto Cortes, President

State of Florida)
)SS.
County of Miami-Dade)

The foregoing instrument was sworn to and acknowledged before me this 22nd DAY of APRIL, 2004, by Roberto Cortes, President of South Bay Realty Group, LLC, a Florida Limited Liability Company, on behalf of the Company, known to me to be the person described herein and who executed the foregoing Amendment for the purposes therein stated, and who is Personally know to me Xproduced identification _____.

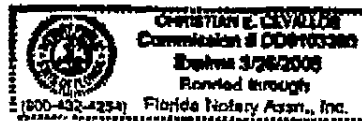


Notary Public, State of Florida

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STATE OF FLORIDA

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