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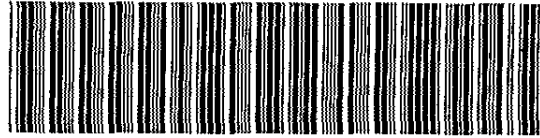
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FBI - TAMPA

FERRELL SCHULTZ

Ferrell Schultz Carter & Fertel

A PROFESSIONAL ASSOCIATION

PO Box 01-9693

telephone 305-371-8585

201 South Biscayne Boulevard

facsimile 305-371-5732

34th Floor, Miami Center

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Miami, Florida 33131-4325

January 23, 2004

MIAMI, FLORIDA

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SAO PAULO, BRAZIL

WASHINGTON, D.C.

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed please find Articles of Amendments to Articles of Organization for the following companies:

1. Ferrell Schultz Carter Zumpano & Fertel – Argentina, L.L.C.
2. Ferrell Schultz Carter Zumpano & Fertel – Panama, L.L.C.
3. Ferrell Schultz Carter Zumpano & Fertel – Mexico – U.S.A., LLC
4. Ferrell Schultz Carter Zumpano & Fertel – Chile – U.S.A., LLC
5. Ferrell Schultz Carter Zumpano & Fertel – Colombia – U.S.A., LLC
6. Ferrell Schultz Carter Zumpano & Fertel – Venezuela – U.S.A., LLC
7. Ferrell Schultz Carter Zumpano & Fertel – Bahamas, USA, LLC
8. Ferrell Schultz Carter Zumpano & Fertel – Costa Rica, USA, LLC
9. Ferrell Schultz Carter Zumpano & Fertel – El Salvador, USA, LLC
10. Ferrell Schultz Carter Zumpano & Fertel – Guatemala, USA, LLC
11. Ferrell Schultz Carter Zumpano & Fertel – Brazil, USA, LLC

Also enclosed is a check in the total amount of \$330.00 representing \$25.00 filing fees for the Articles of Amendment and \$5.00 fee for a Certificate of Status for each company listed above.

Please send the original stamp-filed Articles of Amendment along with the Certificate of Status of each company to our office address listed above.

Thank you for your prompt attention to this matter.

Sincerely,

Ferrell Schultz Carter & Fertel, P.A.


By: Graciela S. Diaz

Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
Ferrell Schultz Carter Zumpano & Fertel –Panama, L.L.C.
(a Florida Limited Liability Company)**

First:

The name of this Florida limited liability company is Ferrell Schultz Carter Zumpano & Fertel –
Panama, L.L.C. (the “Company”).

Second:

The Company’s Articles of Organization were filed on December 19, 2002.

Third:

The following amendment to the articles of organization was adopted by the Company:

Article I of the Articles of Organization of the Company is hereby deleted in its entirety
and replaced with the following:

ARTICLE I

The name of the Limited Liability Company is:

FERRELL SCHULTZ CARTER & FERTEL –PANAMA, LLC

The undersigned executed these Articles of Amendment on the date shown below

MEMBER:

FERRELL SCHULTZ CARTER & FERTEL, P.A.

By: Mayra C. Da Castiglione
Mayra C. Da Castiglione, Secretary

Date: 1/23/04

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04 JAN 27 PM 3:29
STATE OF FLORIDA
TALLAHASSEE