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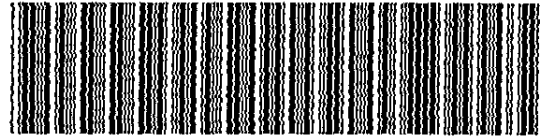
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 26 2003



Elizabeth Morfa
Certified Legal Assistant
Phone 305-679-5700
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Via Federal Express

May 22, 2003

Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

Re: Articles of Amendment to Articles of Organization of Marenas Shipping, L.L.C.
Document Number: L03000011226
Our Matter Number: 09872000


Gentlemen:

Enclosed is an original Articles of Amendment to Articles of Organization of Marenas Shipping, L.L.C. Please return two (2) certified copies of the filed articles.

We are enclosing a check in the amount of \$90.00 made payable to the Florida Department of State (\$25.00 filing fee of articles of amendment, and \$60.00 for two certified copies, \$5.00 certificate of status) and a prepaid federal express envelope for your convenience in returning the requested documents.

If you have any questions or I may be of further assistance, please contact me at (305) 679-5770.

Sincerely,


Elizabeth Morfa
Certified Legal Assistant

Enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF**

Marenas Shipping, L.L.C.

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FIRST: The date of filing of the articles of organization was March 28, 2003.

SECOND: The following amendment(s) to the articles of organization were adopted by the limited liability company.

ARTICLE IV - Managers shall be amended to read as follows:

ARTICLE II - MANAGERS

The limited liability company is to be managed by one or more non-member managers and is; therefore, a non-member manager-managed Company.

The name and the address of this Limited Liability Company's sole member and owner is:

Marenas International Brokers, Inc.
8074 N.W. 66 Street
Miami, FL 33166

The names of the non-member managers and officers of this Limited Liability Company are:

Mr. Jorge Arenas
Executive General Manager, President, Treasurer

Mr. Freddy J. Zelaya
Executive Manager, Vice President, Secretary

Article V - Admission of Additional Members shall be amended to read as follows:

ARTICLE V - Admission of Additional Members

The right, if given, of the owner member to admit additional members and the terms and conditions of the admissions shall be vested solely in the Operating Agreement and any amendment thereto.

Article VI shall be incorporated into the Articles of Organization and shall read as follows:

ARTICLE VI - Ownership

The Ownership interest of Marenas Shipping, L.L.C. will be deemed and vested as follows:

100% Common Voting Units

Article VII shall be incorporated into the Articles of Organization and shall read as follows:

ARTICLE VII - Effective Date

The date of the amendment's adoption as of the date of this amendment filing.

Dated: 05-15-03

Signature of a member or authorized representative of a member.

Jorge Arenas

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