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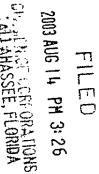
(Requestor's Name)
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PICK-UP WAIT MAIL
(Business Entity Name)
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:

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August 8th, 2003

Division of Corporations PO Box 6327 Tallahassee, FL 32314

Please find enclosed the following:

1. Articles of Amendment for Celestial Investments, LLC

2. Check for \$60.00 for Filling fee, Certified copy and Certificate of Status

Best regards,

Marcos Hoffman

11900 Biscayne Blvd. Suite 610

Miami, FL 33181

Tel: 305-893-1824 ext. 23

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF



CELESTIAL INVESTMENTS, LLC
(A Florida Limited Liability Company)

First:

The date of filling of the articles of organization was April 16, 2003

Second:

The following amendments to the articles of organization were adopted by

the limited liability company:

Article III. Registered Agent

The name and street of the Company's registered agent is:

Marcos Hoffman 11900 Biscayne Blvd. Suite 610 Miami, FL 33181

I, Marcos Hoffman, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Marcos Hoffman

Article V. Management

This will be a manager-managed company. The name and address of each manager is:

Marcos Hoffman 11900 Biscayne Blvd. Suite 610, Miami, FL 33181 Terry Walman 11900 Biscayne Blvd. Suite 610, Miami, FL 33181 Michel Cohen 11900 Biscayne Blvd. Suite 610, Miami, FL 33181 Rafael Cohen 11900 Biscayne Blvd. Suite 610, Miami, FL 33181

May We I E DAY 3: 26 The following person(s) are appointed to the offices set forth opposite their names to serve until their successors are appointed:

President

Marcos Hoffman

Secretary

Marcos Hoffman

Treasurer

Marcos Hoffman

Dated: August 8th, 2003

(Signature of a member)

Rafael Cohen

(Typed or printed name)