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T-65 P.01/03 F-013

**W03 0000 19571**

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**LIMITED LIABILITY AMENDMENT**

**TECNICARD SERVICES LLC**

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**OK**

**SECOND AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
TECNICARD SERVICES LLC**

TECNICARD SERVICES LLC, a Florida limited liability company (the "Company"), hereby sets forth, pursuant to and in accordance with Section 608.411 of the Florida Limited Liability Company Act for the purpose of filing its Second Amended and Restated Articles of Organization with the Department of State of the State of Florida (the "Department"), that:

1. The name of the Company is TECNICARD SERVICES LLC.
2. The Company's Articles of Organization were filed with the Department on May 30, 2003, and the first Amended and Restated Articles of Organization were filed with the Department on September 16, 2003.
3. The Company's Articles of Organization are hereby amended for the purpose of confirming the change in the sole member and are restated, as amended, in their entirety as follows:

**ARTICLE I - NAME**

The name of the limited liability company is TecniCard Services LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 3191 Coral Way, Suite 800, Miami, Florida 33145.

**ARTICLE III - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV - PURPOSES**

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V  
REGISTERED AGENT; REGISTERED ADDRESS**

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The name of the initial registered agent of the Company is the law firm of Hunton & Williams c/o Maria Currier. The Florida street address of the initial registered agent of the Company is 1111 Brickell Avenue, Mellon Financial Center, Suite 2500, Miami, Florida 33131.

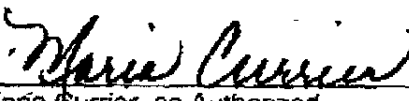
#### ARTICLE VI MANAGEMENT

The Company shall be manager-managed by Oscar E. Galvez, a U.S. citizen.

#### ARTICLE VII CHANGE IN SOLE MEMBER

Prior to commencing operations, the Company redeemed and cancelled the units held by TecniCard, Inc., a Florida corporation, and issued units to Francisco J. Martinez, a U.S. citizen and sole Member of Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the sole member has executed these Second Amended and Restated Articles of Organization as of December 22 2003.

  
Maria Currier, as Authorized  
Representative of Francisco J. Martinez  
the Sole Member

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