

L03000021991

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000268615 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
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

G & S GROUP, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

L03-21991
OK

SEP 05 12:13

FILED

HD3000268615

(3)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
G & S GROUP, LLC**

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 IV is hereby amended as follows:

**Article IV
MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial manager shall be Franklin Daniel Hoet Machado who shall be authorized to open bank accounts, sign checks, enter into contracts on behalf of the company and otherwise manage the day-to-day activities of the company. Provided, however, that the Board of Directors, shall have the sole authority to, by majority vote, enter into long-term contracts and agreements and the sale of a substantial part of the assets of the Company.

Second: Article V is hereby amended as follows:

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of four (4) members initially in the capacity indicated below. This number may be increased or decreased from time to time in accordance with the Company's bylaws but shall never be less than one. The name, capacity and address of the persons who will serve on the initial board of director are:

Name	Title	Address
Franklin Hoet Linares	President	4343 130 South Avenue, Wellington, FL 33414
Franklin Daniel Hoet Machado	Vice-President	4343 130 South Avenue, Wellington, FL 33414
Claudia Machado De Hoet	Treasurer	4343 130 South Avenue, Wellington, FL 33414
Luc Limbourg	Secretary	4343 130 South Avenue, Wellington, FL 33414

Company and its members each desire to maintain the ownership interest as are indicated below:

Franklin Hoet Linares	80%
Franklin Daniel Hoet Machado	10%
Luc Limbourg	10%

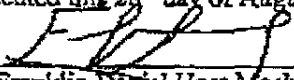
HD3000268615

10101 P.02

H03000268615

Third: The Company was organized on June 17, 2003. The shareholders on August 28th, 2003, approved all of the Amendments. The number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned manager has set his hand and seal, and caused these Articles of Amendment to be executed this 28th day of August 2003.


Franklin Daniel Hoer Machado

Document prepared by:
Leonardo F. Brito, Esq.
1001 Brickell Bay Drive
Suite 1804
Miami, Florida 33131
Florida Bar No. 0615730
(305) 373-5411

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and acknowledged before me this 28th day of August, 2003 by Franklin Daniel Hoer Machado of G & S 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 known to me.


NOTARY PUBLIC, STATE OF FLORIDA

H03000268615