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FERRELL SCHULTZ

Ferrell Schultz Carter & Fertel A PROFESSIONAL ASSOCIATION

PO Box 01-9693 201 South Biscayne Boulevard 34th Floor, Miami Center

Miami, Florida 33131-4325

telephone 305-371-8585 facsimile 305-371-5732 miami@ferrellschultz.com

January 23, 2004

MIAMI, FLORIDA BEIRUT, LEBANON BOGOTA, COLOMBIA

BUENOS AIRES, ARGENTINA

CARACAS, VENEZUELA CIUDAD JUAREZ, MEXICO

GUATEMALA, GUATEMALA MEXICO CITY, MEXICO

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SANTIAGO, CHILE SAO PAULO, BRAZIL WASHINGTON, D.C.

PANAMA CITY, PANAMA RIO DE JANEIRO, BRAZIL SAN DIEGO, CALIFORNIA SAN JOSE, COSTA RICA SAN SALVADOR, EL SALVADOR 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.

Pease 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.

Graciela S. Diaz

Enclosures

{00103300.DOC}



First:

The name of this Florida limited liability company is Ferrell Schultz Carter Zumpano & Fertel – Colombia – U.S.A., LLC (the "Company").

Second:

The Company's Articles of Organization were filed on July 10, 2003.

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 - COLOMBIA - U.S.A., LLC

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

MEMBER:

FERRELL SCHULTZ CARTER & FERTEL, P.A.

14 JAN 27

PH 3:,

Mayra C. Da Castiglione, Secretary