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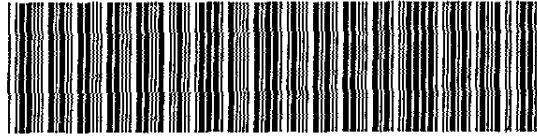
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TALLAHASSEE, FLORIDA

# FERRELL SCHULTZ

*Ferrell Schultz Carter & Fertel*

A PROFESSIONAL ASSOCIATION

PO Box 81-9693      telephone 305-371-8585  
201 South Biscayne Boulevard      facsimile 305-371-5732  
34th Floor, Miami Center      miami@ferrellschultz.com  
Miami, Florida 33131-4325

January 23, 2004

MIAMI, FLORIDA  
BEIRUT, LEBANON  
BOGOTA, COLOMBIA  
BUENOS AIRES, ARGENTINA  
CARACAS, VENEZUELA  
CIUDAD JUAREZ, MEXICO  
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SAN SALVADOR, EL SALVADOR  
SANTIAGO, CHILE  
SAO PAULO, BRAZIL  
WASHINGTON, D.C.

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

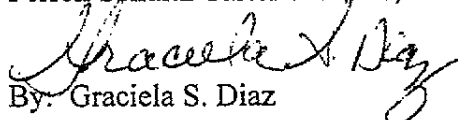
Also enclosed is a check in the total amount of \$330.00 representing \$25.00 filing fees for the Articles of Amendment and \$5.00 fee for a Certificate of Status for each company listed above.

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.

  
By: Graciela S. Diaz

Enclosures

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
Ferrell Schultz Carter Zumpano & Fertel – Venezuela – U.S.A.,  
LLC  
(a Florida Limited Liability Company)**

**First:**

The name of this Florida limited liability company is Ferrell Schultz Carter Zumpano & Fertel – Venezuela – 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 – VENEZUELA - U.S.A., LLC

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

**MEMBER:**

**FERRELL SCHULTZ CARTER & FERTEL, P.A.**

By:

*Mayra C. Da Castiglione*  
Mayra C. Da Castiglione, Secretary

Date:

*1/23/04*

FILED  
04 JAN 27 PM 3:29  
CLERK OF DISTRICT COURT  
JAN 27 2004  
TALLAHASSEE, FLORIDA