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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY AMENDMENT

TERRATRAN, LLC

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ARTICLES OF AMENDMENT
TO ARTICLES OF ORGANIZATION
OF TERRATRAN, LLC

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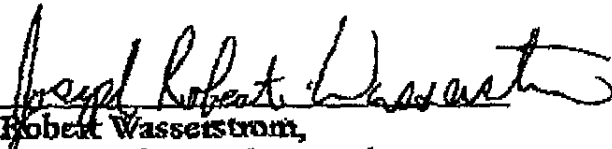
FIRST: The date of filing of the Articles of Organization was August 6,
2003.

SECOND: The following amendment to the Article of Organization
was adopted by the limited liability company:

Article IV is hereby amended to replace Derick Daniels at 1801 South
Bayshore Lane, Coconut Grove, Florida, 33133 as the initial member by
substituting Joseph Robert Wasserstrom, at 1801 South Bayshore
Lane, Coconut Grove, Florida, 33133, as the initial member and
managing member of this manager managed company.

DATED: April 2, 2004.


Derick Daniels, former Initial Member


Joseph Robert Wasserstrom,
Initial Member and Managing Member

SSB/bps
April 1, 2004
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