

L03000038704

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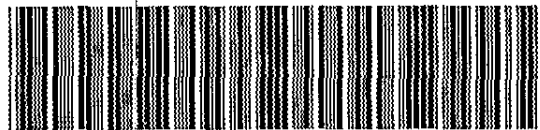
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General Management

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W. P. Verifier

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TALLAHASSEE, FL 323

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WILLIAM GARCIA, P.A.

Attorneys at Law

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July 16, 2004

Department of State
Division of Corporation
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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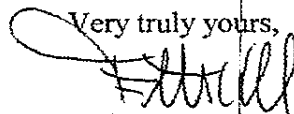
Re: Articles of Amendment to Minorca Property, LLC

To whom it may concern:

Enclosed herewith please find Amendment to Articles of Organization for Minorca Property, LLC, along with our trust account check No. 2301, payable to Secretary of State, in the amount of \$25.00, for the filing fee.

If you have any questions, please feel free to give me a call.

Very truly yours,



Esther C. Gutierrez, LTA
Legal Assistant



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 21, 2004

ESTHER C. GUTIERREZ, LTA
C/I WILLIAM GARCIA, P.A.
201 ALHAMBRA CIRCLE, SUITE 500
CORAL GABLES, FL 33134-5107

SUBJECT: MINORCA PROPERTY, LLC
Ref. Number: L03000038704

We have received your document for MINORCA PROPERTY, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the original date of filing/authorization in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 904A00046237

**SECOND AMENDMENT TO THE
OPERATING AGREEMENT
OF
MINORCA PROPERTY, LLC**

This SECOND AMENDMENT TO THE OPERATING AGREEMENT OF MINORCA PROPERTY, LLC, a Florida Limited Liability Company (the "Agreement") is entered into on this day 8 of July, 2004, by and among MINORCA PROPERTY, LLC (the "Company"), a Florida Limited Liability Company organized under the laws of the State of Florida (the "Charter State"), and the Members listed on Exhibit "A" attached hereto (each referred to individually as a "Member" and collectively as the "Members").

RECITALS

WHEREAS, the Company and its Members hereby agree to amend the Amended and Restated Limited Liability Company Operating Agreement of Minorca Property, LLC, dated June 11, 2004, in accordance with the terms and conditions set forth herein; and

WHEREAS, the Company and its Members hereby approve, ratify and adopt to amend the Amendment made hereinafter.

NOW, THEREFORE, in consideration of the covenants and commitments set forth herein, each of the parties to this Agreement hereby expressly agree to the following:

1. Article I, subsection 1.04, the word "Units" shall mean units of the Company Interest issued to each Member hereunder, which represent each Member's Company Interest and Company Rights in the Company. Units shall be evidenced by certificates pursuant to Section 3.01 and their ownership is evidenced by this Agreement and by the records kept and maintained by the Company. The number of Units issued to each Member are set forth in Exhibit "A" hereto.
2. Article VII, Introduction to subsection 7.01 (b) shall be amended to read as follows: Notwithstanding the authority of the Board under Section 7.01 (a) above, the following "Major Decisions" must receive the prior written approval of The Astri Group, LLC.

The remaining terms of the Amended and Restated Limited Liability Company Operating Agreement of Minorca Property, LLC are hereby ratified and shall remain in full force and effect, unless specifically modified herein.

Limited Liability Company was filed on October 9, 2003, under Document No. L03000038704.

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IN WITNESS WHEREOF, the parties have executed this Agreement of the date first above written.

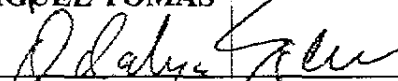
COMPANY:

MINORCA PROPERTY, LLC,
a Florida limited liability company

MANAGERS:



MIGUEL TOMAS



ODALYS SIERRA



MARIA E. CARRILLO

MEMBERS:

THE ASTRI GROUP, LLC,
a Florida limited liability company

By: 

MIGUEL TOMAS, Manager

ODALYS SIERRA, P.A.,
a Florida corporation

By: 

ODALYS SIERRA, President

MARIA E. CARRILLO, P.A.,
a Florida corporation

By: 

MARIA E. CARRILLO, President

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EXHIBIT "A"

MEMBERS

1. THE ASTRI GROUP, LLC, a Florida limited liability company
2. ODALYS SIERRA, P.A., a Florida corporation
3. MARIA E. CARRILLO, P.A., a Florida corporation

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2009 AUG -9 PM 30
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