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Fax Number : (850)205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
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LIMITED LIABILITY AMENDMENT

NANOTECH USA, LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 8, 2004

NANOTECH USA, LLC
357 ALMERIA AVE, UNIT 705
CORAL GABLES, FL 33134

SUBJECT: NANOTECH USA, LLC
REF: L030000054920

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AND
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective January 8, 2004 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Nanotech USA, LLC
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on December 19, 2003.

Article III. Address

The Company's street and mailing address is:

Nanotech USA, LLC
357 Almeria Avenue
Unit 705
Coral Gables FL 33134

Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Carlos E. Davila
357 Almeria Avenue
Unit 705
Coral Gables FL 33134

Alejandro Muelle | FL Bar Member 313490
Muelle & Associates, LLC
2100 Coral Way
Suite 502
Miami FL 33145
305-859-8366

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TALLAHASSEE, FLORIDA

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Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VI. Management

This will be a manager-managed company. The name of each manager is:

CARLOS E. DAVILA

357 Almeria Avenue Unit 705 Coral Gables FL 33134

DAMELIS I. CHIQUIN DE DAVILA

357 Almeria Avenue Unit 705 Coral Gables FL 33134

Article VII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

Nanotech USA, LLC

By: 

by E.S. Davila as attorney-in-fact

Name: Carlos E. Davila

Title: Manager

Date: January 5, 2004

Alejandro Muelle I FL Bar Member 313490

Muelle & Associates, LLC

2100 Coral Way

Suite 502

Miami FL 33145

305-859-8366

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

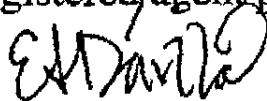
CORPORATION:

Nanotech USA, LLC

REGISTERED AGENT/OFFICE:

Carlos E. Davila
357 Almeria Avenue
Unit 705
Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CARLOS E. DAVILA
by E.S. Davila as attorney-in-fact

Date: January 5, 2004.

Alejandro Muelle | FL Bar Member 313490
Muelle & Associates, LLC
2100 Coral Way
Suite 502
Miami FL 33145
305-859-8366

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