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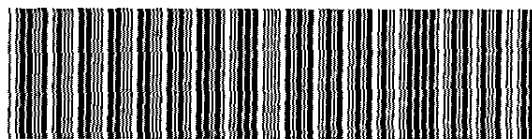
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LAZARUS CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. 477 INVESTMENT, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 23, 2004

LAZARUS CORPORATE FILING SERVICE
3320 S.W. 87 AVENUE
MIAMI, FL

SUBJECT: 477 INVESTMENT, LLC
Ref. Number: L04000020076

We have received your document for 477 INVESTMENT, 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: 804A00051475

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TALLAHASSEE, FLORIDA

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04 AUG 24 PM 3:40
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TALLAHASSEE, FLORIDA

**ARTICLE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
477 INVESTMENT. L.L.C.**

FILED
04 AUG 23 PM 5:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, this limited Liability Company adopts the following articles of amendment to its articles of organization:

1. The name of the limited liability company is 477 INVESTMENT. L.L.C., a Florida limited company, (the "company"). *FILE ON 3-16-04*
2. Article V of the Articles of Organization of the Company is revised to change the managing member of the company as follows:

" The name and Address of the Managing Member of the Company is:

477 International, Corp., a Florida corporation, whose address is 2717 Ponce de Leon Boulevard, Coral Gables, Florida 33134."
3. The date of this amendment's adoption is April 24, 2004.
4. The amendment of the article of organization was approved by all members. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the company has caused these Articles of amendment to be executed as of the 24 th day of April 2004.

477 INVESTMENT, LLC., a Florida limited liability company

BY: 477 International Corp., a Florida Corporation ITS MANAGING MEMBER

BY: 

MAURO SCATTOLINI, president

STATE OF FLORIDA
COUNTY OF MIAMI – DADE