

W04000020281

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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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W04-20281

LIMITED LIABILITY AMENDMENT

EDUCACOM OF AMERICA LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

July 20, 2004

EMPIRE

SUBJECT: EDUCACOM OF AMERICA LLC
REF: L04000020281

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be titled ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION.

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ARTICLES OF AMENDMENT

**TO
ARTICLES OF ORGANIZATION**

**of
EDUCACOM OF AMERICA LLC.**

(FEBRUARY 11/2004)

04 JUL 21 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**AMENDMENT 01
(MAY 05/2004)**

THE UNDERSIGNED HEREBY CERTIFY that the members listed in ARTICLE 5.6.0. of the "ARTICLES OF ORGANIZATION" of EDUCACOM AMERICA LLC (hereinafter COMPANY) have associated themselves for the purpose of constituting this present AMENDMENT 01 to the "ARTICLES OF ORGANIZATION", which comprises the following modification of ARTICLE 11.5.0.

11.5.0.	ARTICLE 11.5.0. (MODIFIED BY AMENDMENT 01)
11.5.0.	The following persons are appointed as the General Managing Director (President) and Deputy Managing Director (Vice-President) respectively of the COMPANY, and this with sole signature power:
11.5.1.	Marcelo E. Servat Lopez 370 Los Laureles Lima 27 / Peru General Managing Director (President) ✓
11.5.2.	Marcel Ernster 370 Los Laureles Lima 27 / Peru Managing Director (Senior Vice-President) ✓
11.5.3.	Axel K. Melric F. 370 Los Laureles Lima 27 / Peru Deputy Managing Director (Vice-President) ✓
11.5.4.	Luis Chang E. Mr. Luis Chang E. 10811 SW 64 th Street Miami, FL 33173 Deputy Managing Director (Vice-President)
11.5.5.	Santiago Tong C. 370 Los Laureles Lima 27 / Peru Assistant Managing Director (Junior Vice-President)


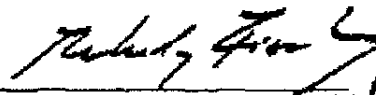


CONCLUSION

A. The undersigned hereby certify that the foregoing constitutes the proposed AMENDMENT 01 of the "ARTICLES OF ORGANIZATION" of EDUCACOM OF AMERICA LLC. comprising the above modification of its Article 11.5.0.

B. Mr. Luis Chang E., 10811 SW 64th Street, Miami , FL 33173 and/or Mr. Axel K. Mehrie F., 370 Los Laureles, Lima 27/Peru shall be the person/s authorized by the members to sign the present document as well as to make any and all further statements on behalf of the COMPANY which may be required in the course of the formation, filing and registration of the present AMENDMENT 01.

Executed by the undersigned this 05th day of May, 2004

Luis Chang E. and Axel K. Mehrie F. on behalf of the members of the COMPANY



HOYOWW148733
EDUCACOM OF AMERICA LLC.

SHAREHOLDERS RESOLUTION

**MINUTE OF MEETING OF THE SHAREHOLDERS OF
EDUCACOM OF AMERICA LLC (EDUCACOM-USA)
RE.: REMOVAL AND NEW APPOINTMENT OF VICE-PRESIDENT
(MAY 05/2004)**

1.0.0. BASIC DATA

- 1.1.0. Date: May 05/2004
- 1.2.0. LOCATION: San Jose de Costa Rica
- 1.3.0. Present:
- 1.3.1. FIT AMERICAN INVESTMENT AND ADMINISTRATION LLC, Miami, represented by its President and General Manager, Mr. Marcel Ernster, identified by Luxembourg Passport No. A01390, representing 90 percent of share capital and 90 percent of voting shares of EDUCACOM-USA,
- 1.3.2. FIRST INTERTRUST CONSULT LTD., Grenada, represented by its sole Director, Mr. Marcel Ernster, representing 10 percent of share capital and 10 percent of voting shares of EDUCACOM-USA.
- 1.4.0. Quorum: fully given
- 1.5.0. Agenda:
- 1.5.1. Removal of Mr. Robin J. Nacson as Deputy Managing Director/Vice President
- 1.5.2. Appointment of Mr. Axel K. Mehrlé F., as Deputy Managing Director/Vice-President
- 1.6.0. Chairman: Mr. Marcel Ernster

2.0.0. RESOLUTIONS

- 2.1.0. It is herewith resolved that:
- 2.1.1. Mr. ROBIN JEREMY NACSON shall cease to be a Deputy Managing Director/Vice-President of EDUCACOM-USA,
- 2.1.2. and Mr. AXEL K. MEHRLÉ F., identified by German Passport No. 3227055802, The Chambers, George Patterson Street, Grenville, St. Andrews/Grenada W.I., shall be appointed with immediate effect as a Deputy Managing Director/Vice-President of EDUCACOM-USA, vested with sole signature power
- 2.1.3. Mr. Luis Chang E. and/or Mr. Axel K. Mehrlé F. are entitled to sign the "Amendment 01" to the Articles related to the present Resolution and to carry out all steps related to its filing with the Registry.
- 2.2.0. EDUCACOM-USA approves any and all actions known to it which Mr. Nacson took on behalf and for the Company, and it assumes any and all corresponding responsibilities and liabilities.

3.0.0. CLOSING

- 3.1.0. There being no further business, the Meeting was closed.

The Company Secretary is a witness to the above signatures and confirms that this Resolution has been filed with the company's MINUTE BOOK as an integral part of it.


LUIS CHANG E.
(Company Secretary)



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From: Account Name : BROAD AND CASSEL-WPB
Account Number : I19990000010
Phone : (561) 832-3300
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LIMITED LIABILITY REINSTATEMENT

MLW, LLC

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Certificate of Status	0
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Page Count	01
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LIMITED LIABILITY COMPANY REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

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TALLAHASSEE FLORIDA

DOCUMENT # L02000033724

1. Limited Liability Company's Name
MLW, LLC

2. Principal Office Address 10207 100th Street South		3. Mailing Office Address 10207 100th Street South	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State Boynton Beach, FL		City & State Boynton Beach, FL	
Zip 33437	Country US	Zip 33437	Country US

4. State/Country of Formation FL	
5. Date Organized or Qualified To Do Business in Florida 12/16/2002	
6. FEI Number 51-0463215	Applied For <input type="checkbox"/> Not Applicable
7. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/> \$5.00 Additional Fee required for a Certificate of Status	

8. Name and Address of Current Registered Agent

Name
Patricia Lebow, P.A.

Street Address (P.O. Box Number is Not Acceptable)
One North Clematis Street

Suite, Apt. #, Etc.
Suite 500

City
West Palm Beach

State
FL

Zip Code
33401

9. I, being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 808, F.S.

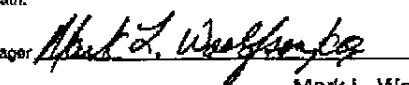
Signature of Registered Agent  Date **7/21/2004**

Patricia Lebow, P.A. REGISTERED AGENT MUST SIGN

10. Names and Street Addresses of Managing Members/Managers

Titles	Name of Managing Members/Managers	Street Address of Each Managing Member/Manager	City / State / Zip
MGRM	Mark L. Woolfson	10207 100th Street South	Boynton Beach, FL 33437

11. I certify that I am managing member/manager or the receiver or trustee empowered to execute this application as provided for in chapter 808, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 606.405, F.S., and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

Signature of Managing Member/Manager  Date **07/21/2004** Daytime Phone# **561-364-3700**

Typed or printed name of signing Managing Member/Manager **Mark L. Woolfson**

CRS0411002