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Division of Corporations

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LIMITED LIABILITY AMENDMENT

BARBEITO HOLDINGS, L.L.C.

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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
BARBEITO HOLDINGS, L.L.C.

The undersigned, President and Secretary of BARBEITO HOLDINGS, L.L.C., a Florida limited liability company, originally filed with the Florida Secretary of State on March 30, 2004, hereby certify that the following resolution was adopted by the unanimous written consent of all of the Members and Managers of the Company, by written action effective as of April 1st, 2004.

RESOLVED, that Article II of the Articles of Organization of BARBEITO HOLDINGS, L.L.C., be amended to read as follows:

"The mailing address and street address of the principal office of the Limited Liability Company is: c/o Izidro B. DeMoraes, 300 N 10th Avenue, Hollywood, FL 33019."

RESOLVED, that Article V of the Articles of Organization of BARBEITO HOLDINGS, L.L.C., be amended to read as follows:

"... The name and address of the initial manager of the Limited Liability Company is:

Izidro B. DeMoraes
300 N 10th Avenue
Hollywood, FL 33019"

IN WITNESS WHEREOF, the undersigned has signed these Articles of Amendment this 23rd day of April, 2004, and has attached the seal hereto.

BARBEITO HOLDINGS, L.L.C., a Florida
Limited Liability Company,

BY: 

IZIDRO B. DeMORAES,
President/Secretary

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 27, 2004

BARBEITO HOLDINGS, L.L.C.
C/O IZIDRO B. DEMORARES
300 N. 10TH AVE.
HOLLYWOOD, FL 33019

SUBJECT: BARBEITO HOLDINGS, L.L.C.
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According to our records the date filed in our office is March 30, 2004. You must list that information within your amendment.

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Diane Cushing
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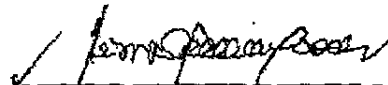
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**CONSENT OF MEMBERS AND MANAGERS OF
BARBEITO HOLDINGS, L.L.C.**

We, the undersigned Members and Managers of BARBEITO HOLDINGS, L.L.C., a Florida Limited Liability Company, consent to the Articles of Amendment to the Articles of Organization dated April 28, 2004, wherein the name of the initial manager is changed from DEMORARES to DeMORAES.


IZIDRO B. DeMORAES,
Manager / Member


RICHARD I. JAVERT
Manager / Member

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