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LIMITED LIABILITY AMENDMENT

PROMENADE GAS, LLC

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ARTICLES OF AMENDMENTS
TO ARTICLES OF ORGANIZATION
OF

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PROMENADE GAS, LLC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411 Florida Statutes, this company adopts the following Articles of Amendments to its Articles of Organization:

First: Article IV is hereby amended as follows:

**ARTICLE IV
BOARD OF DIRECTORS**

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time but shall never be less than one. The name and address of the persons who will serve on the board of directors are:

Name	Title	Address
Franklin Hoer Linares	President	4343 130 South Ave., Wellington, FL 33414
Andres Fischer	Vice-President Secretary/Treasurer	1001 Brickell Bay Dr., Suite 1812, Miami, FL 33131

The Company's ownership interest is as follows:

Franklin Hoer Linares	49%
Andres Fischer	51%

Second: This company was organized on May 25, 2004. The Members approved all of the amendments on June 11, 2004. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized agent has set his hand and seal, and caused these Articles of Amendment to be executed this June 11, 2004.


Leonardo F. Brito, Authorized Agent

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State of Florida)
)SS.
County of Miami-Dade)

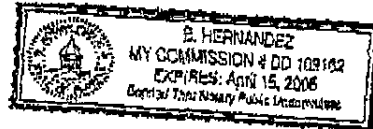
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was sworn to and acknowledged before me this June 11, 2004, by Leonardo F. Brito, Authorized Agent of PROMENADE GAS, LLC, a Florida limited liability company, on behalf of the Company, known to me to be the person described herein and who executed the foregoing Amendment for the purposes therein stated, and who is Personally know to me /produced identification It's D. Liery



Notary Public, State of Florida

Document prepared by:
Leonardo F. Brito
1001 Brickell Bay Dr.,
Suite 1812
Miami, FL 33131
Florida Bar No. 0615730
305. 373.54.11



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