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LIMITED LIABILITY AMENDMENT

LRF HOLDINGS, LLC

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FLORIDA Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 17, 2005

LRF HOLDINGS, LLC
2670 NE 215 ST
MIAMI, FL 33180SUBJECT: LRF HOLDINGS, LLC
REF: L04000040444

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

LRF HOLDINGS, LLC
(a Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on May 27, 2004 and assigned document number L04000040444.

SECOND: The following amendments to the Articles of Organization were adopted by the Limited Liability Company on April 29, 2005:

- A. In connection with Article II the new street address of the principal office and the mailing address of the Limited Liability Company is:

9200 S. Dadeland Blvd., Suite 509, Miami, FL 33156

- B. In connection with Article IV, the name and Florida street address of the registered agent is:


RICHARD M. BRENNER
9200 S. Dadeland Blvd., Suite 509, Miami, FL 33156

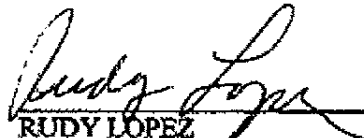
- C. In connection with Article V, the name and address of the new managing member/member is:

RUDY LOPEZ
P.O. Box 601614
North Miami Beach, FL 33160

In all other respects the provisions of the Articles of Organization remain unchanged except as modified herein.

DATED: 9 day of May, 2005.


RICHARD M. BRENNER


RUDY LOPEZ

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