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**LIMITED LIABILITY AMENDMENT**

**IBERSOLAR USA, LLC**

W03/18/05

Certificate of Status	0
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AMENDMENT TO  
ARTICLES OF ORGANIZATION  
of  
IBERSOLAR USA, LLC

The undersigned as the members of IBERSOLAR USA, LLC, hereby request that the Articles of Organization of IBERSOLAR USA, LLC filed July 12, 2004, be amended and restated as follows:

AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF  
IBERSOLAR USA, LLC, a Florida Limited Liability Company

All of the Members of IBERSOLAR USA, LLC pursuant to the Florida Limited Liability Company Act, adopt the following Amended and Restated Articles of Organization of IBERSOLAR USA, LLC, a Florida Limited Liability Company

1. Name. The name of the Company is IBERSOLAR USA, LLC, a Florida Limited Liability Company.

2. Duration. The Company's period of duration is perpetual from the date of filing these Amended and Restated Articles of Organization with the Secretary of State unless (a) extended by the Members, (b) sooner dissolved by the Members, or (c) dissolved as upon a statutory event of dissolution.

3. Purpose. This Company is organized for all lawful purposes other than banking and insurance.

4. Principal Place of Business. The address of its principal place of business of the Company is: 11111 Biscayne Boulevard, Suite E, Miami, Florida 33161.

5. Registered Agent & Office. The name of its registered agent, whose Consent to Appointment as Registered Agent accompanies these articles, is DAVID FERNANDO ECHEVERRI and the address of the registered office is 11111 Biscayne Boulevard, Suite E, Miami, Florida 33161.

6. Classes of Ownership. The Members of the Company may provide in their Operating Agreement for classes and ownership, including, but not limited to, the issuance of non-voting shares and of shares with preference rights.

7. Admission of Additional Members; Restriction. New Owners who take their interest directly from the Company may be admitted to membership by a majority in interest of the voting Members. Issued shares may pass by bequest or by operation of law, but may not be sold, pledged or otherwise transferred without board approval.

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8. Agency Authority. No Member has the right to sign contracts binding on the Company. Authority to contract for the Company is vested in its Board and is evidenced by a Written Resolution of the Board which may approve a contract and authorize IBERSOLAR USA, LLC, a Florida Limited Liability Company officers to sign on behalf of the Company.

9. Continuity. The remaining Member(s) of the company have the right to continue the business upon the occurrence of any event which terminates the continued membership of a Member in this Company. The right to a return of capital or to the distribution of profits is in the sole discretion of the Board of Directors, subject to the limitations of any applicable statutory authority.

10. Management. The business of the company shall be conducted under the exclusive management of a Manager. In addition to the Manager, the names and address of the Directors of the Company are:

JUAN C. ECHEVERRI, JR.  
DAVID FERNANDO ECHEVERRI

PRESIDENT  
SECRETARY

  
DAVID FERNANDO ECHEVERRI, Manager

CONSENT TO APPOINTMENT AS REGISTERED AGENT

DAVID FERNANDO ECHEVERRI accepts the appointment as registered agent for and states it is familiar with the duties as agent.

DATED this 16<sup>th</sup> day of March, 2005.

  
Registered Agent

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