

L05000076389

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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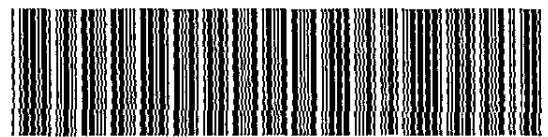
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J BRYAN AUG 29 2005

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRO INTERNATIONAL REALTY, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

STEVE Z. LEVY
(Name of Person)

HOFFMAN, LEVY, BENGIO & CO. PL
(Firm/Company)

2525 N STATE RD 7 # 115
(Address)

HOLLYWOOD, FL 33021
(City/State and Zip Code)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

STEVE Z. LEVY at (954) 966-1141 x 225
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

FILED
2005 AUG 29 PM 3:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PRO INTERNATIONAL REALTY, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 08/03/2005 and assigned document number L05000076389.

SECOND: The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

ARTICLE I - TO CHANGE THE COMPANY NAME TO: PRODIGY INTERNATIONAL REALTY, LLC

ARTICLE IV - TO CHANGE THE REGISTERED AGENT TO:

CIELITO FINANCIAL GROUP LLC #L04000076074
2999 NE 191 STREET SUITE 404, AVENTURA FL 33160 US

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

REGISTERED AGENT SIGNATURE: IAN LUDMIR

ARTICLE V - TO CHANGE MEMBERS TO: MEMBER - PRODIGY INTERNATIONAL DEVELOPMENT SALES, LLC

1441 BRICKELL AVENUE SUITE 1003, MIAMI FL 33131 US

MEMBER - CIELITO FINANCIAL GROUP LLC

2999 NE 191 STREET SUITE 404, AVENTURA FL 33160 US

MEMBER - OSNAT GERI

18660 COLLINS AVE # 107, SUNNY ISLES, FL 33160 US

Dated AUGUST 23, 2005

IAN LUDMIR
Signature of a member or authorized representative of a member

OSNAT GERI

Typed or printed name of signee

Filing Fee: \$25.00