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CORP. NAME: <u>FRE-F</u>	<u>UND 39, LLC</u>	E 0810 K	
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ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF

FRE-FUND 39, LLC A Florida Limited Liability Company

FIRST:

The date of filing of the articles of organization was 10/13/05.

SECOND:

The following amendment to the articles of organization was adopted by the limited

liability company:

Article 5: The only MGRM shall be:

from long !

Gloria P. Franco

9 De Octubre 416 Y Chile, Piso 10, JJ.

05 NO. 15 THE E. 12

Guayaquil, Ecuador

November 15, 2005

Juan Franco