

L07000071902

Florida Department of State

Division of Corporations

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GRUPO BT USA LLC

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10/1/08
9/30/2008

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

GRUPO BT USA LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 07/11/2007

and assigned

Florida document number L07000071902

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

CARLOS E. ULIBARRI O.

New Registered Office Address:

4000 PONCE DE LEON BLVD SUITE 470

(Enter Florida street address)

CORAL GABLESFlorida 33146

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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.

(If Changing Registered Agent, Signature of New Registered Agent)

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

MGRM = Managing Member

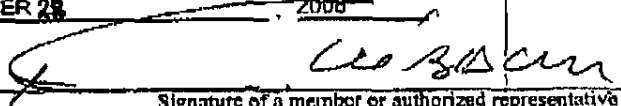
Title	Name	Address	Type of Action
MGR	ALESSIO PACE	4000 PONCE DE LEON BLVD 470 CORAL GABLES FL 33146	☒ Add ☒ Remove
MGR	CARLOS E. ULIBARRI O.	4000 PONCE DE LEON BLVD 470 CORAL GABLES FL 33146	☒ Add ☒ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove
			☐ Add ☐ Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

ART VII: CORRECT NAME AND TITLE OF ORIGINAL MANAGER TO:

CARLOS ULIBARRI PEREZ as MANAGING MEMBER (MGRM).

Dated SEPTEMBER 28, 2008


Signature of a member or authorized representative of a member

CARLOS ULIBARRI PEREZ

Typed or printed name of signer

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