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From:
Division of Corporations

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Florida Department of State
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JUN 17 2010

EXAMINER

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SOUTHSTAR USA LLC**

WHEREAS, the Articles of Organization of SOUTHSTAR USA LLC (the "Company") were filed with the Florida Department of State, Florida Document No. L10000008333 on January 22, 2010; and

WHEREAS, the Articles of Organization of the Company incorrectly listed the titles of the initial manager and certain officers; and

WHEREAS, the proposed amendment ("Amendment") to Articles of Organization of the Company, as hereinafter set forth, was adopted on the ___ day of June, 2010 by the unanimous written consent of the sole Manager and sole Member of the Company.

NOW, THEREFORE, the Articles of Organization of the Company are hereby amended effective immediately upon filing with the Florida Department of State, as follows:

1. Article II is deleted in its entirety and the following is substituted therefor:

Article II

The street address of the principal office of the Limited Liability Company is 19667 Turnberry Way, Suite TS-J, Aventura, Florida 33180.

The mailing address of the Limited Liability Company is: 19667 Turnberry Way, Suite TS-J, Aventura, Florida 33180.

2. Article V is deleted in its entirety and the following is substituted therefor:

Article V

The name and address of managing members/managers are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Caicedo, Hernando, Sr.	19667 Turnberry Way, Suite TS-J Aventura, FL 33180	MGR/P
Felsman, Michael	19667 Turnberry Way, Suite TS-J Aventura, FL 33180	VP
Caicedo, Hernando, Jr.	19667 Turnberry Way, Suite TS-J Aventura, FL 33180	ST

To serve until the earlier of their resignation or removal or as provided in the Company's Operating Agreement.

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IN WITNESS WHEREOF, this Amendment to Articles of Organization is hereby
executed on behalf of the Company by its Manager as of the 15 day of June, 2010.

Hernando Caicedo, Sr.
Hernando Caicedo, Sr., Manager

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