

L9500000698

LAW OFFICES OF
JOSÉ A. NAVARRO, P.A.
SUITE 104
7950 WEST FLAGLER STREET
MIAMI, FLORIDA 33144

TELEPHONE
(305) 266-8600

FAX
(305) 264-4447

JOSÉ A. NAVARRO, ESQ.

May 12, 1997

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Miccosukee Estates L.C.
Our File No.: 96R6470

Dear Sir or Madam:

Enclosed please find the following:

1. Certificate of Amendment of Organization of Miccosukee Estates, L.C. (First Amendment).
2. Amended Affidavit of Membership and Contributions of Miccosukee Estates, L.C. (First Amendment).
3. This firm's check no. 5086 in the sum of \$52.50 representing the filing fee of Certificate of Amendment (First Amendment).
4. Certificate of Amendment of Organization of Miccosukee Estates, L.C. (Second Amendment).
5. Amended Affidavit of Membership and Contributions of Miccosukee Estates, L.C. (Second Amendment).
6. This firm's check no. 5085 in the sum of \$52.50 representing the filing fee of Certificate of Amendment (Second Amendment).
7. This firm's check no. 5087 in the sum of \$105.00 to provide us with a certified copy after filing of the First and Second Amendment enclosed herewith.

If there should be any questions, please do not hesitate to contact the undersigned.

Very truly yours,

JOSE A. NAVARRO, ESQ.

FILING 52.50
 R. AGENT _____
 CERT. COPY 52.50
 CUS _____
 OVERPAYMENT _____
 TOTAL 105

JAN/tdg
Encs.

6470dept.ltr\mlp corr

Amendment
Sp 5/30/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 AM 9:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 19 AM 9: 39

PREPARED BY:
JOSE A. NAVARRO, ESQ.
7950 W. Flagler Street
Suite 104
Miami, Florida 33144
(305) 266-8600

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

Pursuant to Article V of the Articles of Organization of Miccosukee Estates, L.C. and Section 608.411 of the Florida Limited Liability Company Act, the undersigned limited company adopts the following Amendments:

1. The name of the limited liability company is:

MICCOSUKEE ESTATES, L.C.

2. The original Articles of Organization were filed on September 13, 1995 and assigned Document Number L95000000698.

3. The members of the limited company has not yet transferred or conveyed the real estate involved but intend to do so as soon as this amendment is filed. The limited liability company has not been involved in any business activity since its organization.

4. Article III - Capital Contributions: is modified to reflect the correct initial members and the correct amount of the initial capital contribution by deleting Article III and replacing it as follows:

ARTICLE III
CAPITAL CONTRIBUTIONS

The initial capital contributions shall be as follows:

<u>Name</u>	<u>Contributions</u>
Christina Properties, Inc. a Panamanian corporation	\$200,000.00 20 acres - Tracts 1, 2, 29 & 30
Miguel Londono and Gonzalo Aristizabal	\$100,000.00 10 acres - Tract 3 & 4

Maria Christina Londono de la Espriella	\$100,000.00 10 acres - Tract 5 & 6
Gonzalo Cardona	\$50,000.00 5 acres - Tract 25
Five London Corporation a Panamanian corporation	\$100,000.00 10 acres Tracts 26 & 27
Gabriel Londono	\$50,000.00 5 acres - Tract 28
Leon Londono	\$50,000.00 5 acres - Tract 31
Edgar Londono	\$50,000.00 5 acres - Tract 32
Fernan Jaramillo, as Trustee	\$100,000.00 10 acres - Tracts 7 & 8

All the foregoing tracts are contained in the Northeast 1/4 of Section 30, Township 46 South, Range 42 East, in Palm Beach County, Florida, as recorded in Plat Book 2, Page 26 of the Public Records of Palm Beach County, Florida.

The contributions stated above consisting of real property (80 acres at \$10,000.00 per acre) have an agreed total fair market value of \$800,000.00. Additional contributions may be made as required and as determined by unanimous action of the members.

5. All other provisions in the Articles of Organization remain in full force and effect.

The undersigned being all the present and new members of Miccosukee Estates, L.C., a limited liability company hereby approves this Certificate of Amendment to the Articles of Organization by the unanimous consent of all its members.

Executed by the undersigned at the place and date reflected by each acknowledgment, as attached hereto and forming a part hereof.

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

CHRISTINA PROPERTIES, INC.,
a Panamanian corporation

By: J. B. Condoño
Name: J. B. Condoño
Title: President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th
day of APRIL, 1997, by J. B. Condoño, as
President of Christina Properties, Inc., a Panamanian corporation.

who is personally known to me; or
 who has produced _____ as identification.

Vicente Moreno
Notary Public, State of FLORIDA
Print Name: VICENTE MORENO DE LA E.
Commission No: _____

My Commission Expires:



VICENTE MORENO
My Commission CC-450122
Expires May 20, 1999
Bonded by NFNU
800-224-6388

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

Miguel Londono
Miguel Londono

STATE OF Massachusetts
COUNTY OF Suffolk) ss:

The foregoing instrument was acknowledged before me this 31
day of March, 1997, by Miguel Londono.

[] who is personally known to me; or
[x] who has produced Drivers License as identification.

Patricia Doherty
Notary Public, State of Massachusetts
Print Name: Patricia Doherty
Commission No: _____

My Commission Expires:

Patricia Doherty
NOTARY PUBLIC
My Commission expires Nov. 2, 2001

EXECUTION AND ACKNOWLEDGEMENT OF
 CERTIFICATE OF AMENDMENT TO THE
 ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

Gonzalo Aristizabal

 Gonzalo Aristizabal

STATE OF FLORIDA)
) ss:
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12 day
 of APRIL, 1997, by Gonzalo Aristizabal.

who is personally known to me; or
 who has produced _____ as identification.

William N. Jones

 Notary Public, State of FLORIDA
 Print Name: William N. Jones
 Commission No: _____



William N. Jones
 MY COMMISSION # CC571588 EXPIRES
 October 19, 2000
 BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

Maria Cristina Londono
Maria Christina Londono
de la Espriella

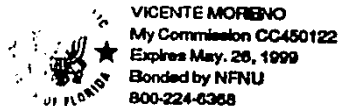
STATE OF Florida)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 11th
day of APRIL, 1997, by Maria Christina Londono de la
Espriella.

who is personally known to me; or
 who has produced _____ as identification.

Vicente Moreno
Notary Public, State of FLORIDA
Print Name: VICENTE MORENO DE LA E.
Commission No: _____

My Commission Expires:



EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

[Handwritten Signature]

Gonzalo Cardona

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th
day of APRIL, 1997, by Gonzalo Cardona.

who is personally known to me; or
 who has produced _____ as identification.

[Handwritten Signature]

Notary Public, State of _____
Print Name: VICENTE MORENO DE LA E.
Commission No: _____


My Commission Expires:



VICENTE MORENO
My Commission CC450122
Expires May 20, 1999
Bonded by NFNU
800-224-6368

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

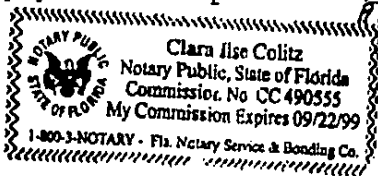
FIVE LONDON CORPORATION,
a Panamanian corporation

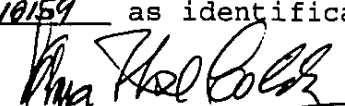
By: 
Name: FRANCISCO LEON LONDONO
Title: PRESIDENT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th
day of APRIL, 1997, by FRANCISCO LEON LONDONO, as
President of Five London Corporation, a Panamanian corporation.

who is personally known to me; or
 who has produced PASAPORT N° C.C. 13210159 as identification.
F-143954




Notary Public, State of FLORIDA
Print Name: CLARA IISE COLITZ
Commission No: CC 490555

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

Gabriel Londono

Gabriel Londono

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th
day of APRIL, 1997, by Gabriel Londono.

who is personally known to me; or
 who has produced _____ as identification.

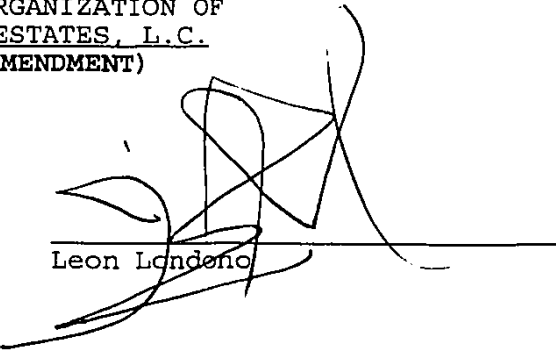
Notary Public, State of FLORIDA
Print Name: VICENTE MORENO DE LA E.
Commission No: _____

My Commission Expires:



VICENTE MORENO
My Commission CC450122
Expires May 25, 1999
Bonded by NFNU
800-224-6368

EXECUTION AND ACKNOWLEDGEMENT OF
 CERTIFICATE OF AMENDMENT TO THE
 ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
 (FIRST AMENDMENT)



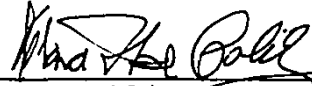
 Leon Londono

STATE OF FLORIDA)
) ss:
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th
 day of APRIL, 1997, by Leon Londono.

who is personally known to me; or
 who has produced Passport N.C.C. 13210159 as identification.
AF143954

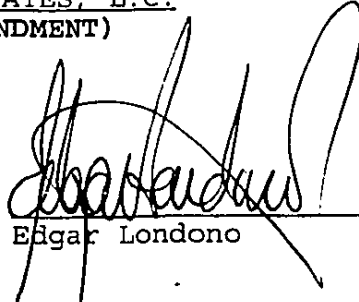
Notary Public
 State of Florida
 Clara Ilse Colitz
 Notary Public, State of Florida
 Commission No. CC 490555
 My Commission Expires 09/22/99
 1-800-3-NOTARY - Fla. Notary Service & Bonding Co.



 Notary Public, State of FLORIDA
 Print Name: CLARA ILSE COLITZ
 Commission No: CC490555

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

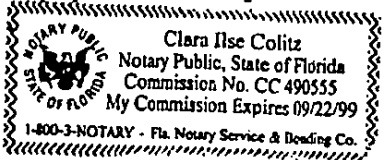



Edgar Londono

STATE OF Florida)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th
day of APRIL, 1997, by Edgar Londono.

who is personally known to me; or
 who has produced PASSPORT N° PE 028780 as identification.





Notary Public, State of Florida.
Print Name: CLARA ILSE COLITZ
Commission No: CC 490555

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

Fernan Jaramillo
Fernan Jaramillo, as Trustee

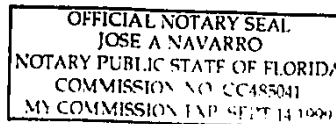
STATE OF FLORIDA)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 12
day of APRIL, 1997, by Fernan Jaramillo, as Trustee.

who is personally known to me; or
 who has produced _____ as identification.

J. A. Navarro
Notary Public, State of FLORIDA
Print Name: JOSE A NAVARRO
Commission No: _____

My Commission Expires:



6470cert.ame\mip corr

AMENDED AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS
MICCOSUKEE ESTATES, L.C.
(FIRST AMENDMENT)

The undersigned member or authorized representative of a member of MICCOSUKEE ESTATES, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$-0-.
3. If any, the agreed value of property other than cash contributed by member(s) is \$800,000.00. A description of the property is as follows:

<u>Name</u>	<u>Contributions</u>
Christina Properties, Inc. a Panamanian corporation	\$200,000.00 20 acres - Tracts 1, 2, 29 & 30
Miguel Londono and Gonzalo Aristizabal	\$100,000.00 10 acres - Tract 3 & 4
Maria Christina Londono de la Espriella	\$100,000.00 10 acres - Tract 5 & 6
Gonzalo Cardona	\$50,000.00 5 acres - Tract 25
Five London Corporation a Panamanian corporation	\$100,000.00 10 acres Tracts 26 & 27
Gabriel Londono	\$50,000.00 5 acres - Tract 28
Leon Londono	\$50,000.00 5 acres - Tract 31
Edgar Londono	\$50,000.00 5 acres - Tract 32
Fernan Jaramillo, as Trustee	\$100,000.00 10 acres - Tracts 7 & 8

All the foregoing tracts are contained in the Northeast 1/4 of Section 30, Township 46 South, Range 42 East, in Palm Beach County, Florida, as recorded in Plat Book 2, Page 26 of the Public Records of Palm Beach County, Florida.

The contributions stated above consisting of real property have an agreed total fair market value of \$800,000.00.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$800,000.00. This total includes amount from 2 and 3 above.

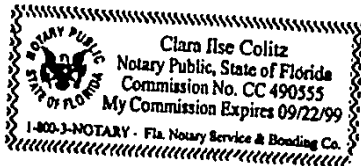
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of April, 1997.

Fernan Jaramillo
Fernan Jaramillo
Managing Partner

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

12th The foregoing instrument was acknowledged before me this day of April, 1997, by Fernan Jaramillo, as Managing Member of Miccosukee Estates, L.C.

who is personally known to me or
 has produced Florida Driver's License as identification.



Clara Ise Colitz
Notary Public, State of Florida
Print Name: CLARA ISE COLITZ
Commission No. CC 490555

My Commission Expires:

2
L95000000698

LAW OFFICES OF

JOSÉ A. NAVARRO, P.A.

SUITE 104

7950 WEST FLAGLER STREET
MIAMI, FLORIDA 33144

TELEPHONE
(305) 266-8600

JOSE A. NAVARRO, ESQ

Ma

Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Miccosukee Estates L.
Our File No.: 96R6470

100002182571--5
-05/19/97--01038--003
****105.00 ****105.00
Office Use Only

Dear Sir or Madam:

Enclosed please find the following:

1. Certificate of Amendment of Organization of Miccosukee Estates, L.C. (First Amendment).
2. Amended Affidavit of Membership and Contributions of Miccosukee Estates, L.C. (First Amendment).
3. This firm's check no. 5086 in the sum of \$52.50 representing the filing fee of Certificate of Amendment (First Amendment).
4. Certificate of Amendment of Organization of Miccosukee Estates, L.C. (Second Amendment).
5. Amended Affidavit of Membership and Contributions of Miccosukee Estates, L.C. (Second Amendment).
6. This firm's check no. 5085 in the sum of \$52.50 representing the filing fee of Certificate of Amendment (Second Amendment).
7. This firm's check no. 5087 in the sum of \$105.00 to provide us with a certified copy after filing of the First and Second Amendment enclosed herewith.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 MAY 19 AM 8:40

If there should be any questions, please do not hesitate to contact the undersigned.

Very truly yours,

JOSE A. NAVARRO, ESQ.

FILING 50.50
 R. AGENT _____
 CERT. COPY 50.50
 CUS _____
 OVERPAYMENT _____
 TOTAL 105

JAN/tdg
Encs.

6470dept.ltr\mlp corr

Amendment

5/20/97 (Signature)

97 MAY 19 AM 9:40

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

Pursuant to Article V of the Articles of Organization of Miccosukee Estates, L.C. and Section 608.411 of the Florida Limited Liability Company Act, the undersigned limited company adopts the following Amendments:

1. The name of the limited liability company is:

MICCOSUKEE ESTATES, L.C.

2. The original Articles of Organization were filed on September 13, 1995 and assigned Document Number L95000000698.
3. Article III - Capital Contributions, is modified to reflect the addition of new members and the deletion of existing members resulting from the conveyance, sale, exchange and transfers of the members interest as follows:

a) Members Deleted

	<u>NAME</u>	<u>INTEREST</u>
i.	Christina Properties, Inc. a Panamanian corporation	25.00%
ii.	Miguel Londono and Gonzalo Aristizabal	12.50%
iii.	Maria Christina Londono de la Espriella	12.50%
iv.	Gonzalo Cardona	6.25%
v.	Five London Corporation, a Panamanian corporation	12.50%
vi.	Gabriel Londono	6.25%
vii.	Leon Londono	6.25%
viii.	Edgar Londono	6.25%
ix.	Fernan Jaramillo, Trustee	<u>12.50%</u> 100.00%

b) Members Added

	<u>NAME</u>	<u>INTEREST</u>
i.	Hayward's Heath Investments of Florida	29.8600%
ii.	Meranti Enterprises N.V.	28.7000%
iii.	Susana de Dangond	11.5750%
iv.	Fernan Jaramillo	24.0775%
v.	Interfin Corporation, a Panamanian corporation	<u>5.7875%</u> 100.00%

c) The original contribution in the total sum of \$800,000.00 remains unchanged and subject to the members percentage interest provided in (b), above.

4. Article V - Limited Liability Company Powers, management and regulations is amended to reflect the additions and deletions of the members as follows:

a) Members Deleted

- i. Christina Properties, Inc.,
a Panamanian corporation
- ii. Miguel Londono and Gonzalo
Aristizabal
- iii. Maria Christina Londono
de la Espriella
- iv. Gonzalo Cardona
- v. Five London Corporation,
a Panamanian corporation
- vi. Gabriel Londono
- vii. Leon Londono
- viii. Edgar Londono

b) Members Added

i. Hayward's Heath Investments of Florida
Address: P.O. Box 601755
North Miami Beach, FL 33160

ii. Meranti Enterprises N.V.
Address: 7603 Estrella Circle
Boca Raton, FL 33433

iii. Susana de Dangond
Address: 7603 Estrella Circle
Boca Raton, FL 33433

iv. Fernan Jaramillo
Address: 7603 Estrella Circle
Boca Raton, FL 33433

v. Interfin Corporation
Address: 7603 Estrella Circle
Boca Raton, FL 33433

c) The managing member for the limited liability company shall be: FERNAN JARAMILLO
7603 Estrella Circle
Boca Raton, Florida 33433

5. All other provisions in the Articles of Organization remain in full force and effect.

The undersigned being all the present and new members of Miccosukee Estates, L.C., a limited liability company hereby approves this Certificate of Amendment to the Articles of Organization by the unanimous consent of all its members.

Executed by the undersigned at the place and date reflected by each acknowledgment attached hereto.

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

CHRISTINA PROPERTIES, INC.,
a Panamanian corporation

By: J. B. Londono
Name: J. B. LONDONO -
Title: President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th
day of APRIL, 1997, by J. B. LONDONO, as
President of Christina Properties, Inc., a Panamanian corporation.

who is personally known to me; or
 who has produced _____ as identification.

Vicente Moreno
Notary Public, State of FLORIDA
Print Name: VICENTE MORENO DE LA E.
Commission No: _____

My Commission Expires:

VICENTE MORENO
My Commission CC450122
Expires May. 26, 1999
Bonded by NFNU
800-224-6368

ROTARY CLUB
STATE OF FLORIDA
VICENTE MORENO
My Commission CC450122
Expires May. 26, 1999
Bonded by NFNU
800-224-6368

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

Miguel Londono
Miguel Londono

STATE OF Massachusetts
COUNTY OF Suffolk) ss:

The foregoing instrument was acknowledged before me this 31
day of March, 1997, by Miguel Londono.

[] who is personally known to me; or
[X] who has produced Drivers license as identification.

Patricia Doherty
Notary Public, State of Massachusetts
Print Name: Patricia Doherty
Commission No: _____

My Commission Expires:

Patricia Doherty
NOTARY PUBLIC
My Commission expires Nov. 2, 2001

EXECUTION AND ACKNOWLEDGEMENT OF
 CERTIFICATE OF AMENDMENT TO THE
 ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

[Handwritten Signature]

 Gonzalo Aristizabal

STATE OF FLORIDA)
) ss:
 COUNTY OF DADA)

The foregoing instrument was acknowledged before me this 12 day of APRIL, 1997, by Gonzalo Aristizabal.

- (X) who is personally known to me; or
 () who has produced _____ as identification.

[Handwritten Signature]

 Notary Public, State of FLORIDA
 Print Name: WILLIAM N. JONES
 Commission No: _____

My Commission Expires:



William N. Jones
 MY COMMISSION # CC571586 EXPIRES
 October 19, 2000
 BONDED THRU TROY FAIR INSURANCE, INC.

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

Maria Christina Londono
Maria Christina Londono
de la Espriella

STATE OF FLORIDA)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 14th
day of APRIL, 1997, by Maria Christina Londono de la
Espriella.

who is personally known to me; or
 who has produced _____ as identification.

Vicente Moreno
Notary Public, State of FLORIDA
Print Name: VICENTE MORENO DE LA E.
Commission No: _____

My Commission Expires:



VICENTE MORENO
My Commission CC450122
Expires May. 26, 1999
Bonded by NFNU
800-224-8368

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

Gonzalo Cardona
Gonzalo Cardona

STATE OF FLORIDA)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 11th
day of APRIL, 1997, by Gonzalo Cardona.

who is personally known to me; or
 who has produced _____ as identification.

Vicente Moreno
Notary Public, State of FLORIDA
Print Name: VICENTE MORENO DE LA E.
Commission No: _____

My Commission Expires:



VICENTE MORENO
My Commission CC450122
Expires May 28, 1999
Bonded by NFNU
800-224-6368

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

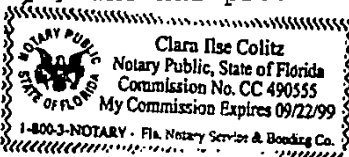
FIVE LONDON CORPORATION,
a Panamanian corporation

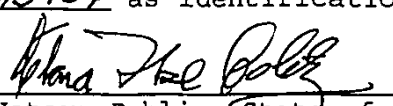
By: 
Name: LEON LONDONO
Title: PRESIDENT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th
day of APRIL, 1997, by LEON LONDONO, as
President of Five London Corporation, a Panamanian corporation.

who is personally known to me; or
 who has produced PASSEPORT N° AFH3954 as identification.




Notary Public, State of FLORIDA
Print Name: CLARA ILSE COLITZ
Commission No: CC490555

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

Gabriel Londono

Gabriel Londono

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th
day of April, 1997, by Gabriel Londono.

who is personally known to me; or
 who has produced _____ as identification.

Vicente Moreno

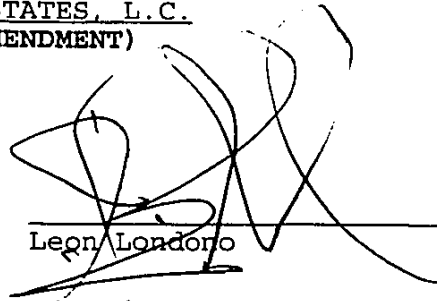
Notary Public, State of FLORIDA
Print Name: VICENTE MORENO DE LA E.
Commission No: _____

My Commission Expires:



VICENTE MORENO
My Commission CC450122
Expires May 26, 1999
Bonded by NFNU
800-224-6368

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

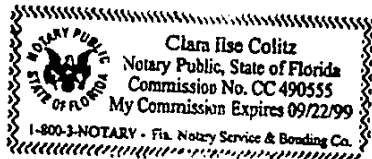


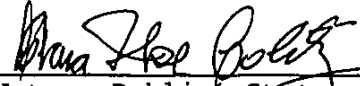
Leon Londono

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th
day of APRIL, 1997, by Leon Londono.

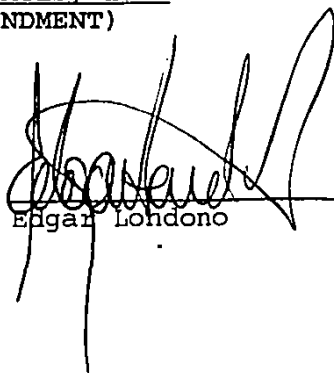
who is personally known to me; or
 who has produced PASSPORT N: AF143954 as identification.
CC: 13210159




Notary Public, State of FLORIDA.
Print Name: CLARA ISE COLITZ
Commission No: CC 490555

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
 CERTIFICATE OF AMENDMENT TO THE
 ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
 (SECOND AMENDMENT)



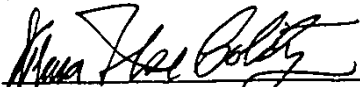
 Edgar Londono

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12th
 day of APRIL, 1997, by Edgard Londono.


who is personally known to me; or
 who has produced Passport N° PE 028780 as identification.

NOTARY PUBLIC
 STATE OF FLORIDA
 Clara Ise Colitz
 Notary Public, State of Florida
 Commission No. CC 490555
 My Commission Expires 09/22/99
 1-800-3-NOTARY - Fla. Notary Service & Bonding Co.


 Notary Public, State of FLORIDA.
 Print Name: CLARA ISE COLITZ
 Commission No: CC 490555

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

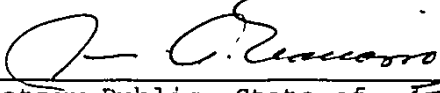


Fernan Jaramillo, as Trustee

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5
day of MAY, 1997, by Fernan Jaramillo, as Trustee.

who is personally known to me; or
 who has produced _____ as identification.



Notary Public, State of FLORIDA
Print Name: **JOSE A. NAVARRO**
Commission No: _____

My Commission Expires:

OFFICIAL NOTARY SEAL
JOSE A NAVARRO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC485041
MY COMMISSION EXP SEPT 14 1997

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

HAYWARD'S HEATH INVESTMENTS
OF FLORIDA

By: [Signature]
Name: Luis F. Echevarria
Title: President

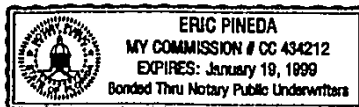
STATE OF Florida)
COUNTY OF Broward) ss:

The foregoing instrument was acknowledged before me this 14
day of April 1997, 1997, by Luis F. Echevarria, as
President of Hayward's Heath Investments of Florida.

[] who is personally known to me; or
[X] who has produced fl. Dr. Lic E216526280900 as identification.

[Signature]
Notary Public, State of Florida
Print Name: Eric S. Pineda
Commission No: _____

My Commission Expires:



EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

MERANTI ENTERPRISES N.V.

By: x 

Name: JUAN DAVIDE PELAEZ

Title: President

Republic of Colombia)
Capital District)
~~State of~~ Distrito de Bogota) **SS:**
Embassy of the) ss:
~~Consulate~~ United States of America)

The foregoing instrument was acknowledged before me this 7th
day of April, 1997, by JUAN DAVIDE PELAEZ, as
President of Meranti Enterprises N.V.

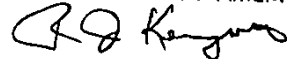
- who is personally known to me; or
 who has produced Colombian passport as identification.

Notary Public, State of _____
Print Name: _____
Commission No: _____

My Commission Expires:

Indefinitely

RAYMOND J KENGOTT
VICE-CONSUL OF THE
UNITED STATES OF AMERICA



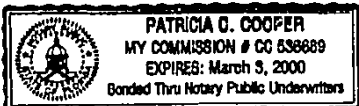
EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

Susana de Dangond
Susana de Dangond

STATE OF Florida,
COUNTY OF Broward) ss:

The foregoing instrument was acknowledged before me this 18th
day of March, 1997, by Susana de Dangond.

[] who is personally known to me; or
[X] who has produced FL D 525 780 32948 as identification.



Patricia Cooper
Notary Public, State of
Print Name: PATRICIA COOPER
Commission No: 332000

My Commission Expires:

EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)




Fernan Jaramillo

STATE OF FLORIDA)
COUNTY OF DADFL) ss:

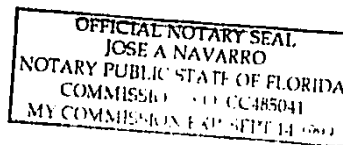
The foregoing instrument was acknowledged before me this 5
day of MAY, 1997, by Fernan Jaramillo.

who is personally known to me; or
 who has produced _____ as identification.



Notary Public, State of FLORIDA
Print Name: JOSE A. NAVARRO
Commission No: _____

My Commission Expires:



EXECUTION AND ACKNOWLEDGEMENT OF
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

INTERFIN CORPORATION

By:

Name:

[Signature]

Title: Luis Fernando Arbolada
President

STATE OF Florida)

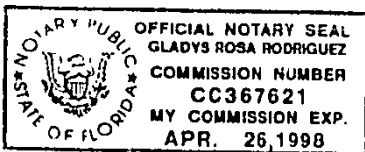
) ss.:

COUNTY OF Dade)

The foregoing instrument was acknowledged before me this 14 day of
April, 1997, by Luis Fernando Arbolada, as
President of Interfin Corporation.

who is personally known to me; or

who has produced _____ as identification.



[Signature]
Notary Public, State of Florida

Print Name: GLADYS R. RODRIGUEZ

Commission No.: CC 367621

My Commission Expires:

April 26, 1998

AMENDED AFFIDAVIT OF
MEMBERSHIP AND CONTRIBUTIONS
MICCOSUKEE ESTATES, L.C.
(SECOND AMENDMENT)

The undersigned member or authorized representative of a member of MICCOSUKEE ESTATES, L.C., deposes and says:

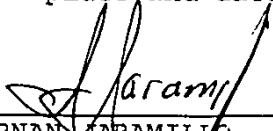
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$-0-.
3. If any, the agreed value of property other than cash contributed by member(s) is \$800,000.00. A description of the property is as follows:

<u>Name</u>	<u>Members Interest</u>	<u>Contributions</u>
Hayward's Heath Investments of Florida	29.8600%	\$238,880.00
Meranti Enterprises, N.V.	28.7000%	\$229,600.00
Susana de Dangond	11.5750%	\$ 92,600.00
Fernan Jaramillo	24.0775%	\$192,620.00
Interfin Corporation, a Panamanian corporation	<u>5.7875%</u>	<u>\$ 46,300.00</u>
Total	100.00%	\$800,000.00

The contributions stated above consisting of real property have agreed total fair market value of \$800,000.00

4. The total amount of cash or property contributed by member(s) is \$800,000.00. The total includes amounts from 2 and 3 above.

Executed by the undersigned at the place and date indicated:




FERNAN JARAMILLO
Managing Member

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

5 The foregoing instrument was acknowledged before me this
day of July, 1997, by Fernan Jaramillo, as Managing
Member of Miccosukee Estates, L.C.

[] who is personally known to me or
[] has produced Florida Driver's License as identification.



Notary Public, State of Florida
Print Name: JOSE A. NAVARRO
Commission No. _____

My Commission Expires:

OFFICIAL NOTARY SEAL
JOSE A NAVARRO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC485041
MY COMMISSION EXP. SEPT 14, 1999