

L 96000000097

SAND LAKES VILLAS L.C.

7525 N.W. 8 Street
Miami, Fla. 33126

Tel (305) 267-9954
Fax (305) 267-7401

March 4, 1998

SECRETARY OF STATE
Division of Corporations
Department of Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

900002465799-12
-03/24/98-01008-015
*****61.25 *****61.25

Re: Amendment to the Articles of Organization

Gentlemen:

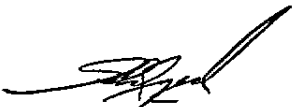
Enclosed please find an amendment to the articles of organization of the company along with a check for \$61.25 to cover \$52.50 for the filing fee and \$8.75 for a certificate of status. GM

Since we need proof of these changes as soon as possible, we are enclosing a Federal Express envelope and air bill so you can send the documents to us this way.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

SAND LAKES VILLAS L.C.


Gonzalo M. Lage
Managing Member

NOTE: Along with the certificate of status please send us a 1998 Annual Report so we can file it duly signed.

GML/cg
encl.

Thank you.

FILED
98 MAR 24 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SAND LAKES VILLAS L.C.
*A Florida Limited Liability Company***

FILED
98 MAR 24 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The date of filing of the articles of organization was January 23, 1996.
Second: The following amendments to the articles of organization were adopted by the limited liability company:

a) The address of the principal office and mailing address must be changed for the following:

7525 N.W. 8 Street, Suite 201
Miami, Florida 33126

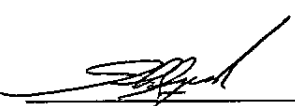
b) The current managing members are to be removed and replaced for the following:

NAMES	STREET ADDRESSES
Gonzalo M. Lage	7525 N.w. 8 Street, #201, Miami, Fl. 33126
Luis Ramon Chalbaud	520 Brickell Drive, # 1007, Miami, Fl. 33131

c) The current registered agent shall be replaced for:


Name: Gonzalo M. Lage
Address: 7525 N.W. 8 Street, Suite 201
Miami, Florida 33126
Telephone: (305) 267-9954

Dated: February 27, 1998



Signature of a member

Printed Name: Gonzalo M. Lage



Signature of new registered agent

Printed Name: Gonzalo M. Lage