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ALAYON & PEÑA

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL. & T.C.)  
MARY E. PEÑA (FL. & FED.)  
IVETTE HALPHEN LEON (FL. & FED.)

CORAL WEST PLAZA II OFFICE  
2450 S.W. 137TH AVENUE  
SUITE 228  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

OF COUNSEL:  
SUSAN J. ARRICK (FL.)  
EDWARD LEVINE (FL. & FED.)

TWO DATRAN CENTER OFFICE  
9130 SOUTH DADELAND BLVD.  
SUITE 1500  
MIAMI, FLORIDA 33156  
TEL: (305) 670-0896  
FAX: (305) 670-1868

September 18, 1997

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

100002309981--4  
-10/02/97--01064--005  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: **REALINVEST PORTFOLIO, L.L.C.**

Dear Ms. Harvey:

Enclosed please find a Certificate of Amendment of Articles of Organization of Realinvest Portfolio, L.L.C.. We have also enclosed our firm's check in the amount of \$52.50 to cover the cost of same.

Thank you for your assistance in this matter. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,

  
Ivette Halphen Leon, Esq.

:IHL  
Enclosure

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DIVISION OF CORPORATIONS  
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Kwm.

**CERTIFICATE OF AMENDMENT OF ARTICLES OF ORGANIZATION**  
**OF REALINVEST PORTFOLIO, L.L.C.**

Arno Busser as President of Star Fininvest, Inc., a Florida corporation, Member, and as Sole Shareholder of Foriland International Corporation, Member, of Realinvest Portfolio, L.L.C. (the "Limited Liability Company"), hereby certifies that all of the Members of the Limited Liability Company adopted a resolution by unanimous written consent on the 1st day of August, 1997, which approved and adopted the following amendment to the Limited Liability Company's Articles of Organization filed on January 13, 1997:

**"ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be % Alayon & Peña, P.A., 2450 S.W. 137<sup>th</sup> Avenue, Suite 226, Miami, Florida 33175.

**ARTICLE VIII**  
**MANAGEMENT**

The members of this limited liability company designate the following entity or person as the member, whose address is listed below, who shall manage this limited liability company until the next annual meeting of such members or until a successor is elected and qualified:

Star Fininvest, Inc.  
% Alayon & Peña, P.A.  
2450 S.W. 137<sup>th</sup> Avenue  
Suite 226  
Miami, Florida 33175"

**IN WITNESS WHEREOF**, ARNO BUSSER, as President of Star Fininvest, Inc., a Florida corporation, Member, and as Sole Shareholder of Star Fininvest Corporation, a Panamanian corporation, resigning Member, and Foriland International Corporation, new Member of Realinvest Portfolio, L.L.C. has executed this Certificate the \_\_\_\_ day of August, 1997.

**STAR FININVEST, INC.**, a Florida corporation,  
Managing Member

By: Arno P. Busser  
Arno Busser, President

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**FORILAND INTERNATIONAL CORPORATION,**  
a Panamanian corporation, new Member

By: Arno P. Busser  
Arno Busser, Sole Shareholder

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STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE )

The foregoing Certificate of Amendment of Articles of Organization of **REALINVEST PORTFOLIO, L.L.C.**, were acknowledged before me, a Notary, this 16<sup>th</sup> of ~~August~~<sup>September</sup>, 1997, by Arno Busser, President of **STAR FININVEST, INC.**, Member, who is personally known to me and who produced Florida Driver's License #B260-000-55-081-2 as identification, on behalf of the Limited Liability Company.

Ivette Halphen Leon

NOTARY PUBLIC, State (SEAL)  
of Florida, at Large  
Commission Expires:

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE )



Ivette Halphen Leon  
My Commission CC578258  
Expires Aug. 18, 2000

The foregoing Certificate of Amendment of Articles of Organization of **REALINVEST PORTFOLIO, L.L.C.**, were acknowledged before me, a Notary Public, this 16<sup>th</sup> day of ~~August~~<sup>September</sup>, 1997, by Mr. Arno Busser, Sole Shareholder of **FORILAND INTERNATIONAL CORPORATION**, a Panamanian corporation, new Member, who is personally known to me and who produced Florida Driver's License #B260-000-55-081-2 as identification, on behalf of the Limited Liability Company.

Ivette Halphen Leon

NOTARY PUBLIC, State (SEAL)  
of Florida, at Large  
Commission Expires:



Ivette Halphen Leon  
My Commission, CC578258  
Expires Aug. 18, 2000