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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

August 7, 1997

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*****\$2.50 *****\$2.50

Ms. Susan Payne
Senior Section Administrator
State of Florida, Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

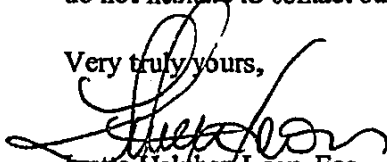
Re: **REALINVEST PORTFOLIO, L.L.C.**

Dear Ms. Payne:

Enclosed please find a Certificate of Amendment to the Certificate of Limited Liability Company and our firm's checks 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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 PM 3:26

Amend
8/11/97

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 11 PM 3:26

Arno Busser as President of Star Fininvest, Inc., a Florida corporation, Member, and as Sole Shareholder of Star Fininvest Corporation, a Panamanian corporation, former Member, and as Sole Shareholder of Foriland International Corporation, new 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:

WHEREAS, Star Fininvest Corporation, a Panamanian corporation, wishes to resign as a member of the Limited Liability Company;

WHEREAS, the Limited Liability Company desires to admit Foriland International Corporation, a Panamanian corporation, as a new member in place of Star Fininvest Corporation.

THEREFORE, BE IT RESOLVED THAT, the Articles of Organization of the Limited Liability Company shall be amended as follows:

"ARTICLE III: CAPITAL CONTRIBUTIONS

Capital Contributions in the amount of Two Thousand Dollars (\$2,000.00) cash shall be paid to the limited liability company by the members as follows:

Star Fininvest, Inc., a Florida corporation	2%
Foriland International Corporation, a Panamanian corporation	98%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in amounts equal to aforementioned shares."

"ARTICLE IV: PROFITS AND LOSSES

1. **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company as follows:

Star Fininvest, Inc., a Florida corporation	2%
Foriland International Corporation, a Panamanian corporation	98%

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 1st day of August, 1997.

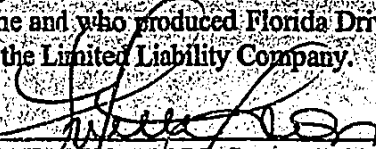
By: Arno P. Busser
Arno Busser, President

By: Arno P. Busser
Arno Busser, Sole Shareholder

By: Arno P. Busser
Arno Busser, Sole Shareholder

The foregoing Certificate of Amendment of Articles of Organization of **REALINVEST PORTFOLIO, L.L.C.**, were acknowledged before me, a Notary Public in and for the State of

Florida, this 1st of August, 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.

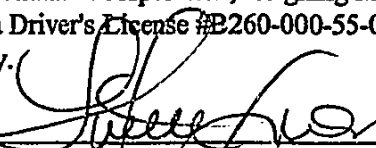

NOTARY PUBLIC, State (SEAL)
of Florida, at Large
Commission Expires:



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

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 Public in and for the State of Florida, this 1st day of August, 1997, by Mr. Arno Busser, Sole Shareholder of STAR FININVEST CORPORATION, a Panamanian corporation, resigning 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.

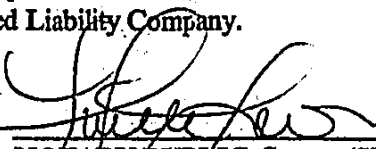

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STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing Certificate of Amendment of Articles of Organization of REALINVEST PORTFOLIO, L.L.C., were acknowledged before me, a Notary Public in and for the State of Florida, this 1st day of August, 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.


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