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PHONE: (954)527-6221

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FAX #: (954)764-4996

NAME: GLOBAL ACQUISITION & PENETRATION, L.C.

AUDIT NUMBER.....H97000002950

DOC TYPE.....LIMITED LIABILITY AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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Linda 00500, 00586, 0067,

February 20, 1997

GLOBAL ACQUISITION & PENETRATION, L.C.
701 BRICKELL AVE.
SUITE 1900
MIAMI, FL 33131

SUBJECT: GLOBAL ACQUISITION & PENETRATION, L.C.
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CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
GLOBAL ACQUISITION & PENETRATION, L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Organization of Global Acquisition & Penetration, L.C., a Florida limited liability company ("Company"), filed with the Department of State on January 14, 1996, under Document Number L97000000063, be, and it is hereby, amended as shown below:

Section 1 of the Articles of Organization of this Company is amended to read in its entirety as follows:

Name. The name of the limited liability company is Global Acquisition Partners, L.C.

Section 7 of the Articles of Organization of this Company is amended to read in its entirety as follows:

Capitalization. The capital contributions of the Members, having an agreed value totaling \$30,000, when contributed, shall be allocated as follows:

Kenneth H. Keefe	\$27,000
Chad Swanger	\$3,000

Section 8 of the Articles of Organization of this Company is amended to read in its entirety as follows:

Names and Addresses of Members. The members and their addresses are as follows:

Kenneth H. Keefe	701 Brickell Avenue, Suite 1900 Miami, Florida, 33131
Chad Swanger	701 Brickell Avenue, Suite 1900 Miami, Florida, 33131

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Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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The foregoing amendment was adopted by all of the members of this Company on
February 5th, 1997.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company, has
adopted and executed this Certificate of Amendment on February 5th, 1997.

GLOBAL ACQUISITION & PENETRATION, L.C.

By: 

Kenneth H. Kende, Member

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Prepared by: Scott H. Margol, Esq., FL Bar #0522848
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660