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WILLIAM M. SHARPLESS
OF COUNSEL

March 18, 1998

Florida Department of State
Sandra B. Mortham, Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/20/98-01073-003
***210.00 ***210.00
105.00

RE: KAG Management & Trade, L.C.
Our File No. 11547.02000

Dear Sir/Madam:

Enclosed please find our check in the amount of \$210.00 for the filing of the Amendment to Regulations of KAG Management & Trade, L.C. and Second Amendment to Articles of Organization of KAG Management & Trade, L.C. Also enclosed is a self-addressed stamped envelope so that you may provide me with certified copies of both documents.

In the event that you have questions and/or comments with respect to this matter, please contact me at your earliest convenience.

Very truly yours,

Toni Hulme
Toni Hulme

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 30 PM 3:45

FILED

original validation
with the other
amendments filed.

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| Name | |
| Availability | |
| Document | |
| Exam. Enclosures | DCC |
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| Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

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WILLIAM M. SHARPLESS
OF COUNSEL

May 14, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Diane Cushing
Corporate Specialist

RE: Kag Management & Trade, L.C.
Our File No. 11547.02000

Dear Ms. Cushing:

On April 30, 1998, the attached copy of Certificate of Amendment to the Articles of Organization for KAG MANAGEMENT & TRADE, L.C. were filed. Exhibit "A" which appears on the Certificate of Amendment was omitted from the documents to be filed. Pursuant to your conversation with my secretary, attached is Exhibit "A" to be filed. Also enclosed please find a self-addressed stamped envelope for your convenience in returning the filed document to my attention.

In the event that you have questions and/or comments with respect to this matter, please contact me at your earliest convenience.

Very truly yours,


Toni Hulme

TH/mm

Enc.

L97000000629

CERTIFICATE OF

AMENDMENT

OF

KAG MANAGEMENT & TRADE, L.C.

(a Florida limited liability company)

In accordance with the Regulations of KAG Management & Trade, L.C. a limited liability company ("Company"), the members of the Company amend the Regulations as follows:

I.

Names and Addresses of Members

2. The names and addresses of the members are as follows:

Gilbert Kadji
P.O. Box 638
Douala, Cameroon

Annie Kadji
P.O. Box 638
Douala, Cameroon

Siani Flaure
P.O. Box 13001
Douala, Cameroon

98 APR 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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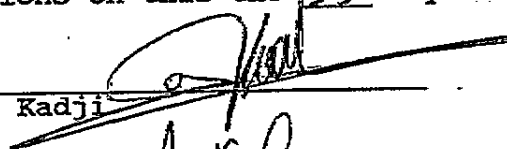
The members' interests appear as shown on Exhibit "A" attached hereto.

II.


Admission of New Members

18. No additional members shall be admitted to the Company unless approved by a vote of member(s) holding a majority percentage interest.

The undersigned members have adopted this Amendment to Regulations on this the 13 day of April, 1998.



Gilbert Kadji



Annie Kadji

EXHIBIT "A"

| <u>Member/ Address</u> | <u>Capital Contribution</u> | <u>Percentage Interest</u> |
|--|---------------------------------|--------------------------------|
| Gilbert Kadji P.O. Box 638 Douala, Cameroon | \$4,500.00 | 90.0% |
| Annie Kadji P.O. Box 638 Douala, Cameroon | 250.00 | 5.0% |
| Siane Flaure P.O. Box 13001 Douala, Cameroon | 250.00 | 5.0% |

TOTAL

100.0%

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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