

L98000001012

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LIMITED LIABILITY AMENDMENT

VSO TRADING LIMITED LIABILITY COMPANY

L98-1012

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AMENDMENTS TO
ARTICLES OF ORGANIZATION

OF

VSO TRADING LIMITED LIABILITY COMPANY

Whereas VSO Trading Limited Liability Company ("TLC") is a limited liability company organized under the Laws of the State of Florida, filed on or about July 17th, 1998, the undersigned Members hereby adopt the following Amendments to the Articles of Organization:

II. MANAGEMENT:

The mailing address and street address of the principal office of the limited liability company shall be 7440 Southwest 50th Terrace, #109, Miami, Florida 33155.

V. MANAGEMENT:

The Limited Liability Company is to be managed by the board of managers and the titles and addresses of the managers are:

1. Jose Smith, Manager, of 132 Minorca Avenue, Coral Gables, Florida 33134.
2. Fernando Ortiz, Manager, of 132 Minorca Avenue, Coral Gables, Florida 33134.

VI. MEMBERS:

The Limited Liability Company shall consist of the following Members, who shall own an undivided interest in the Company as follows:

1. Rodolfo L. Ortiz - 50.00% percent
2. Maria E. Smith - 50.00% percent

Prepared By:
Frank Perez-Siam, Esquire
Fla. Bar No. 0768911
265 Sevilla Avenue
Coral Gables, Florida 33134
(305) 447-6609

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of VSO Trading Limited Liability Company deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is as follows:
 - a. Rodolfo L. Ortiz - - - \$1,000
 - b. Maria E. Smith - - - - \$1,000
- 3) if any, the agreed value of the property other than cash contributed by members is \$ 0.00;
- 4) the total amount of cash or property anticipated to be contributed is \$2,000.00. This total includes amounts from 2 and 3 above;

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5) Rolando C. Vazquez is no longer a member, officer and/or director of the Limited Liability Company.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE AMENDMENTS TO THE ARTICLES OF ORGANIZATION THIS 17th DAY OF September, 1998.

Rodolfo L. Ortiz
RODOLFO L. ORTIZ

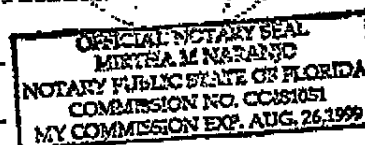
BEFORE ME personally appeared RODOLFO L. ORTIZ, who to me known to be the person who executed the foregoing Amendments to the Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 17th day of September, 1998.

Martha M. Naranjo
NOTARY PUBLIC - State of Florida

Personally known XXX OR Produced Identification _____

Type of Identification Produced _____



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