

Law Offices of:
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July 19, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Interamerican Realty Group L.L.C.
Our File 431-99040

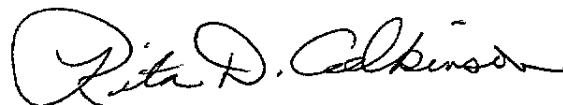
Gentlemen:

Enclosed please Articles of Amendment to Articles of Organization for the above limited liability company which needs to be filed. Also enclosed is this firm's check number 2528 in the amount of \$52.50 which represents your fees.

Please send us your acknowledgment letter, and please do not hesitate to contact us should you have any questions.

Sincerely,

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-07/21/99--01055--010
*****52.50 *****52.50



Rita D. Adkinson
Legal Secretary

Enclosures

cc Jay Koenigsberg, Esq.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
INTERAMERICAN REALTY GROUP L.L.C.**

Pursuant to the provisions of §608.411, Florida Statutes, Interamerican Realty Group L.L.C. (the "Company") adopts the following Articles of Amendment to its Articles of Organization:

1. The name of the limited liability company is "Interamerican Realty Group L.L.C."
2. The date of the filing of the Articles of Organization (the "Articles") was 15 December 1998.
3. The last sentence of Article 10 of the Articles is hereby deleted and the following is hereby inserted in its place:

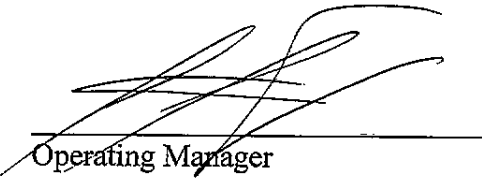
The name and address of the member(s) of the Company are:

Luis Correa
2050 Coral Way, Suite 502
Miami, Florida 33145.

Patricia Velilla
881 Ocean Drive, Unit 13-E
Key Biscayne, Florida 33149

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4. This amendment was adopted by all of the Members of the Company.


Operating Manager