

L99000005611
THOMAS DAVIS, JR.

Requester's Name

150 Alhambra Circle, Ste 260

Address

Coral Gables, Fl. 33134-4535

City/State/Zip

Phone #

000004397860--0
-06/11/01--01119--012
****175.00 *****25.00

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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CR2E031(7/97)		

Examiner's Initials

L99000005611

**CERTIFICATE OF SECOND AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
SVI - INTERNATIONAL, L.L.C.**

THIS IS TO CERTIFY THAT:

- FIRST: This Certificate amends the Articles of Organization (the "Articles") of SVI - International, L.L.C.,
- SECOND: The Articles were filed with the Florida Department of State on September 7, 1999. An amendment to Article V was made June 23, 2000.
- THIRD: Article V of the Articles previously provided as follows:

***"Article V
Management***

The limited liability Company is to be managed by one or more managers and is, therefore, a manager - managed company."

- FOURTH: Article V of the Articles is amended to provide as follows:

***"Article V
Management: Rights, Powers, and Duties***

- 5.1 Management. The Company shall be managed by one or more managers and is therefore, a manager-managed company. In the event the Manager is an entity, the entity shall designate a representative to exercise Manager's rights.*
- 5.2 Proxies. The Manager's responsibilities shall include the power to appoint proxies to vote the interests in other entities in which the Company holds interests, as well as to make and direct investments on behalf of the Company.*
- 5.3 Liability and Indemnification.*
- 5.3.1 The Manager shall not be liable, responsible, or accountable, in damages or otherwise, to the Company for any act performed by Manager with respect to Company matters, except for fraud.*
- 5.3.2 The Company shall indemnify Manager for any act performed by Manager with respect to Company matters, except for fraud."*

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 6th day of June, 2001.

SVI Développement, S.A., a Swiss corporation, Sole Member

by: Norman A. Carpenter
Norman A. Carpenter,
Authorized Representative
Under Consent dated
May 25, 2001

FILED
01 JUN 11 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Thomas Davis, Jr.

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