

L99000005672

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October 8, 1999

Via Regular Mail

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

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*****55.00 *****55.00

RE: GCPHONE, L.L.C.
L99000005672

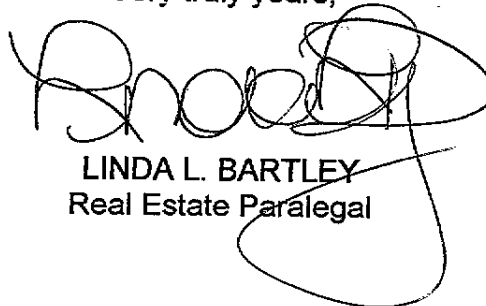
Dear Secretary of State:

Enclosed please find the following documents for filing the above-referenced limited liability company:

1. Certificate of Amendment and Amendment to Articles of Organization.
2. Supplemental Affidavit of Capital Contribution.

Also enclosed is our check #009225 in the amount of \$55.00 which represents payment of the filing fee and certified copy of same. Should you have any further questions, please do not hesitate to contact me.

Very truly yours,


LINDA L. BARTLEY
Real Estate Paralegal

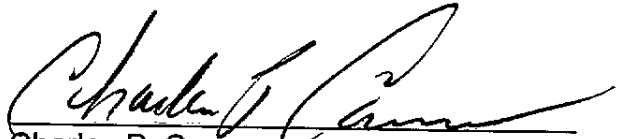
LLB
Enclosures

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
GCPHONE, L.L.C.

The Florida limited liability company, **GCPHONE, L.L.C.**, hereby files this Certificate of Amendment to its Articles of Organization originally filed on September 02, 1999, and states that the Articles of Organization have been amended in accordance with the Amendment to Articles of Organization, a true and correct copy of which is attached hereto and incorporated hereby as Exhibit "A".


Charles P. Caravana
As Member and Managing Member

Dated: 10/4/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 PM 2:00

AMENDMENT TO ARTICLES OF ORGANIZATION

OF

GCPHONE, L.L.C.

Pursuant to Florida Statutes, Section 608.411, the Members of the limited liability company known as **GCPHONE, L.L.C.** hereby amend the Articles of Organization as follows:

1. **ARTICLE VI** is hereby modified so that the names and addresses of the Members, and their respective percentages of ownership of the membership of the Limited Liability Company, shall be as follows:

Charles P. Caravana and
Janet Caravana, husband & wife
As to 25%

2526 22nd Street North
St. Petersburg, FL 33713

Byron Javier Padilla-Lopez and
Ximena Pacheco, husband & wife
As to 25%

3103 37th Street North
Devon Manor Apartments
Apartment #201
St. Petersburg, FL 33713

Diego Perini
As to 22.5%

c/o Charles P. Caravana
2526 22nd Street North
St. Petersburg, FL 33713

Jorge Agrelo
As to 22.5%

c/o Charles P. Caravana
2526 22nd Street North
St. Petersburg, FL 33713

Marco Hernan Jarrin
As to 5%

Diciembre 6668
Quito, Ecuador

2. Except as expressly set forth herein, the Articles of Organization of **GCPHONE, L.L.C.** shall remain in full force and effect.

IN WITNESS WHEREOF, for the purpose of amending the original Articles of Organization of **GCPHONE, L.L.C.**, the undersigned has executed these Articles of Amendment on this 24th day of October, 1999.


Charles P. Caravana,
as Managing Member

99 OCT 18 PM 2:00
CLERK OF STATE
DIVISION OF CORPORATIONS