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REPLY TO: MIAMI

LEONARDO A. ROTH
MARK E. ROUSSO
JEFFREY S. BENJAMIN

MARK KATSMAN

OF COUNSEL

JULIAN R. BENJAMIN
ALAN B. SCHNEIDER, P.A.

August 31, 2000

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: WALMER USA, LLC.

300003381993--6

-09/05/00--01119--008

*****35.00 *****35.00

Dear Sir/ Madam:

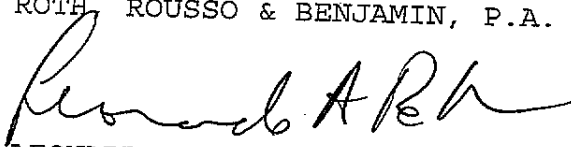
Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check in the sum of \$ 35.00 to cover the filing fee of same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed, for your convenience.

If you have any questions, please feel free to contact this office.

Very Truly Yours,

ROTH, ROUSSO & BENJAMIN, P.A.



LEONARDO A. ROTH, ESQ.
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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
FOR
WALMER USA, L.L.C.
(A Florida Limited Liability Company)

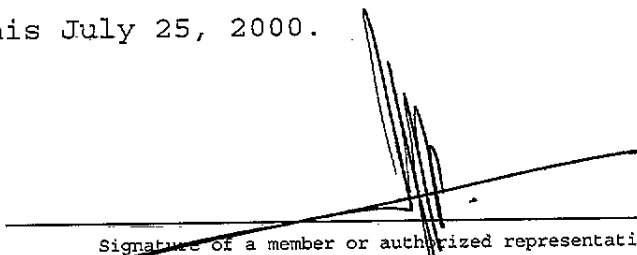
FIRST: The date of filing of the articles of organization was February 24, 2000.

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

The following individual shall be added as a member of the aforementioned Limited Liability Company:

Carlos Tilly
c/o Roth, Rousso & Benjamin, P.A.
Ph2, 9350 S. Dixie Hwy.
Miami, FL 33156

Signed this July 25, 2000.



Signature of a member or authorized representative of a member

Hector Liberman

Typed or printed name of person signing

Prepared By:
Leonardo A. Roth, Esq.
9350 S. Dixie Hwy., Ph2
Miami, FL 33156
Tel: (305) 670-9994
Fl. Bar No.: 747793

FILED
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TALLAHASSEE, FLORIDA