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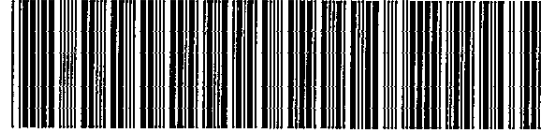
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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Karisma Resorts

- Art of Inc. File _____
- LTD Partnership File _____
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- Officer Search _____
- Fictitious Search _____
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ARTICLES OF AMENDMENT

TO

KARISMA RESORTS & MARKETING, LLC
(A Florida Limited Liability Company)

FIRST

The date of filing of the articles of organization was June 3, 2002

SECOND

Pursuant to the provision of section 608.411, Florida Statutes, the following amendments to the articles of organization were adopted by the limited liability company:

Amendment Adopted:

Article 3

The mailing address and street address of the principal office of the Company shall be 3191 Coral Way, Penthouse 202, Miami, Florida 33145.

Article 7

The Company shall be managed by its members in accordance to the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Amendments. The names and addresses of the managing members of the Company shall be:

Rafael F. Feliz - President
3191 Coral Way, Penthouse 202
Miami, Florida 33145

Ljubisa Krstajic - Vice-president
3191 Coral Way, Penthouse 202
Miami, Florida 33145

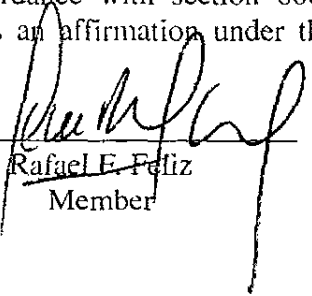
IN WITNESS WHEREOF, the undersigned member has subscribed to these Articles of Amendment at Miami-Dade County, Florida, on this 8 day of November 2002.

FILED
02 NOV 20 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO KARISMA RESORTS & MARKETING, LLC
(A Florida Limited Liability Company)

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein stated are true.

By: _____


Rafael E. Feliz
Member