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Account Number : I20070000011
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SCI FOREST FUND, LLC

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: SCI Forest Fund, LLC

(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marc J. Paul, President

(Name of Person)

SCI Fund Manager I, LLC

(Firm/Company)

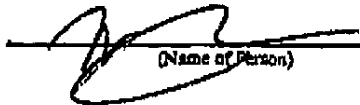
11620 Wilshire Boulevard, Suite 300

(Address)

Los Angeles, California 90025

(City/State and Zip Code)

For further information concerning this matter, please call:


(Name of Person)

at **310, 470-2800**

(Area Code & Daytime Telephone Number)

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Tallahassee, FL 32314

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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

SCI Forest Fund, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on October 16, 2003 and assigned document number 103000039704.

SECOND: This amendment is submitted to amend the following:

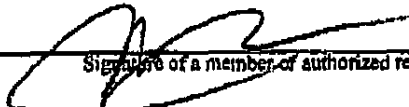
Article I of the above referenced Articles of Organization
is hereby deleted in its entirety and replaced with the following:

"Article I - Name:

The name of the Limited Liability Company is:

SCI Austin Lights-Forest Fund, LLC"

Dated July 12th, 2007.


Signature of a member or authorized representative of a member

Marc J. Paul, President of SCI Fund Manger I, LLC, its Manager

Typed or printed name of signer

Filing Fee: \$25.00

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