

L040000/2051

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(City/State/Zip/Phone #)

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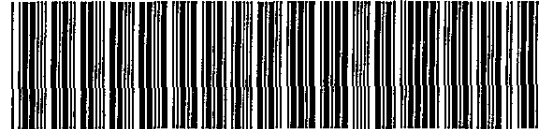
(Business Entity Name)

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L04/02/04

EFFECTIVE DATE

03/08/04

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 18, 2004

ELLIOT HARRIS, ESQ.
111 S.W. 3RD STREET, 6TH FLOOR
MIAMI, FL 33130

SUBJECT: SURFSIDE AZURE, LLC
Ref. Number: L04000012051

We have received your document for SURFSIDE AZURE, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Enclosed is our blank form, with instructions, for amending an LLC. We cannot file "Second Articles of Correction," so this amendment form is the proper filing to make for changing the membership of the LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 104A00018028

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LAW OFFICES
ELLIOTT HARRIS
PROFESSIONAL ASSOCIATION
SIXTH FLOOR MCCORMICK BUILDING
111 SOUTHWEST THIRD STREET
MIAMI, FLORIDA 33130

ELLIOTT HARRIS
BOARD CERTIFIED REAL ESTATE LAWYER
CARLA I. GARCIA

TELEPHONE (305) 358-0146
TELEFAX (305) 358-0149
eharris@eharrispa.com

March 30, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Surfside Azure, LLC
Ref No. L04000012051

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Gentlemen:

Enclosed is a copy of your letter to this office dated March 18, 2004, along with Articles of Amendment to Articles of Organization of Surfside Azure, LLC.

You have received the sum of \$55.00. Please send this office a certified copy of the Articles of Amendment.

Very truly yours,



ELLIOTT HARRIS

EH/lg

Enclosure(s)



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 1, 2004

ELLIOT HARRIS, ESQ.
111 S.W. 3RD STREET, 6TH FLOOR
MIAMI, FL 33130

SUBJECT: SURFSIDE AZURE, LLC
Ref. Number: L04000012051

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We have received your document for SURFSIDE AZURE, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An LLC amendment cannot have an effective date that is prior to the date of filing. The earliest available filing date for this amendment is March 8, 2004, the date on which we received the amendment.

Please provide the address for the managing member in your amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 304A00021346

**ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
SURFSIDE AZURE, LLC, a Florida limited liability company**

FIRST: The date of filing of the articles of organization was February 17, 2004, corrected, February 19, 2004.


SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

a. The initial members of this limited liability company as set forth in the Articles of Correction effective February 19, 2004, are removed and the following is the member manager of this limited liability company:

SURFSIDE ASSETS, LTD., a British Virgin Island corporation
Suite 1600, 169 East Flagler Street, Miami, Florida 33131

THIRD: The effective date of this amendment is March 8, 2004.

Dated: March 30, 2004



Elliott Harris, Authorized
Representative of Member

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03/08/04