

L000000003712
GOLDSTEIN, TANEN & TRENCH, P.A.
Law Offices

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2002 APR 30 PM 4:18

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

One Biscayne Tower • Suite 3250
Two South Biscayne Boulevard
Miami, Florida 33131
Telephone (305) 374-3250
Facsimile (305) 374-7632

VIA FEDERAL EXPRESS

April 29, 2002

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32309-0001

500005578315--8
-05/22/02--01013--016
****400.00 *****25.00

RE: South Beach OAO Companies
Our File No. 201.05

Dear Sir:

Enclosed please find the following to be filed in this order:

SOUTH BEACH OAO, LLC:

- | | | |
|----|---|----------|
| 1. | Statement of Change of Registered Agent | \$25.00 |
| 2 | Corporation Reinstatement Form | \$100.00 |
| 3. | Annual Report Fee | \$100.00 |
| 3 | Articles of Amendment changing name | \$25.00 |

SOUTH BEACH OAO II, LLC:

- | | | |
|----|-------------------------------------|---------|
| 1. | 2002 Uniform Business Report | \$50.00 |
| 2. | Articles of Amendment changing name | \$25.00 |

FF \$25.00
J. BRYAN MAY 28 2002

Page 2
Secretary of State
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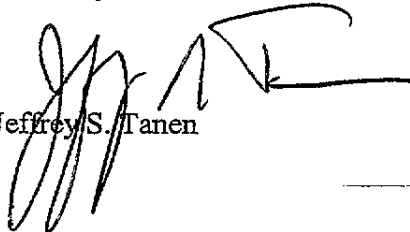
SOUTH BEACH OAO III, LLC:

- | | | |
|----|-------------------------------------|---------|
| 1. | 2002 Uniform Business Report | \$50.00 |
| 2. | Articles of Amendment changing name | \$25.00 |

Enclosed is our check in the sum of \$400.00 representing all of the above filing fees.

Please return the filed articles to us in the enclosed pre-paid envelope as quickly as possible.
Thank you.

Sincerely,


Jeffrey S. Tanen

JST/mjb
Enclosures
M:\Barker\South Beach LLC\L-Sect State 4-29-02.wpd

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

OF

SOUTH BEACH OAO II, L.L.C.

Pursuant to the provisions of Chapter 608.411 Florida Statutes, this Florida limited liability company adopts the following articles of amendment to its articles of organization filed March 31, 2000, document number L00000003712.

FIRST: The name of the limited liability company is amended:

From: SOUTH BEACH OAO II, L.L.C.

To: SOUTH BEACH CDB II, L.L.C.

SECOND: The date of this amendment's adoption is the 1st day of April, 2002.

THIRD: The amendment was approved by the members. The number of votes cast for the amendment was sufficient for approval.

Dated this 26th day of April, 2002.

SOUTH BEACH CDB II, L.L.C.

By: 

Cecile D. Barker, Managing Member