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December 28, 2001

VIA FEDERAL EXPRESS

Division of Corporations
Registration Section
Post Office Box 6327
409 E. Gaines Street
Tallahassee, FL 32399

C-5044
magnit
12/31

MJH

Re: Articles of Amendment
South Beach OAO III, L.L.C.

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-12/31/01--01065--007
*****55.00 *****55.00

Dear Sir/Madam:

Enclosed please find the original Articles of Amendment to Articles of Organization of South Beach OAO III, L.L.C., along with our firm check in the amount of \$55.00 for the filing fee and a certified copy.

Also enclosed are Statements of Change of Registered Agent for South Beach OAO III, L.L.C. and for South Beach OAO II, LLC, with checks for the respective filing fees.

If you have any questions regarding this filing, I can be reached at (305) 374-3250. Thank you for your attention to this matter.

Sincerely,


Richard M. Goldstein

RMG/kh
Enclosures
M:\Barker\Letters\L-Secretary of State.wpd

Client No. 201.00

FILED
01 DEC 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

SOUTH BEACH OAO III, L.L.C.

FIRST: The name of this limited liability company is South Beach OAO III, L.L.C., filed on May 3, 2000.

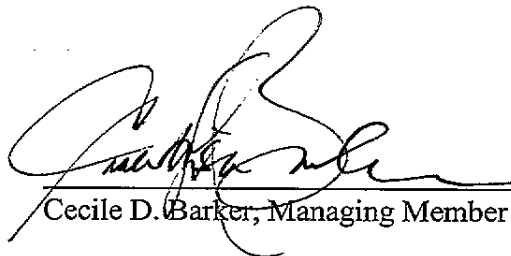
SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

ARTICLE IV - Management

The Limited Liability Company is to be managed by members and the name and address of the managing member is:

Cecile D. Barker
SOUTH BEACH OAO III, L.L.C.
2650 N. Federal Highway
Ft. Lauderdale, FL 33306

Dated: November 28, 2001.


Cecile D. Barker, Managing Member

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TALLAHASSEE, FLORIDA