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P.O. BOX 56-0787
MIAMI, FL 33256-0787

August 27, 2001

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*****25.00 *****25.00

Florida Department of State
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, FL 32399

Re: BEG NO MORE, LLC

Dear Sirs:

L01-14075

Enclosed for filing please find Articles of Amendment to Articles of Organization of Beg No More, LLC as well as our check in the amount of \$25.00 covering the filing fee. A stamped, self-addressed envelope is attached so that a copy of the duly filed Articles of Amendment may be returned to us.

Very truly yours,

Timothy M. Hartley

TMH/esv
Encl.

WLB/31

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

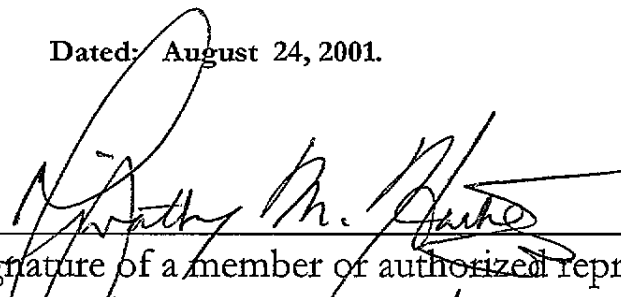
BEG NO MORE, LLC

(Present Name)
(A Florida Limited Liability Company)

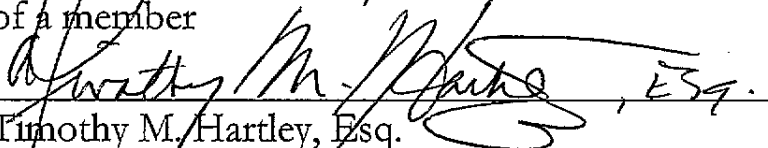
- FIRST:** The date of filing of the Articles of Organization was August 15, 2001.
- SECOND:** The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:

"The sole purpose of this limited liability company is to acquire, hold title to, own, maintain, operate, manage, receive income from and enjoy capital appreciation on that certain property (the "Property") more particularly described in Schedule "A" attached hereto, together with such other activities as may be necessary in connection with the ownership of the Property; including the borrowing of funds (the "Loan") from Northern Trust Bank of Florida, N.A. ("Lender") to finance the acquisition of the Property and the giving to Lender of a mortgage encumbering the Property to secure the Loan. This limited liability company shall not engage in any business, and shall have no purpose, unrelated to the Property; it shall not acquire any real property or own any assets other than the Property and those related to the Property; and shall not incur, guarantee, or otherwise become liable for any indebtedness (other than the Loan) without the Lender's prior written consent."

Dated: August 24, 2001.



Signature of a member or authorized representative
of a member



Timothy M. Hartley, Esq.
Authorized Representative of Member

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SCHEDULE "A"

Unit 19222 of SEASIDE AT FISHER ISLAND CONDOMINIUM, a condominium according to the Declaration thereof recorded in the Public Records of Miami-Dade County, Florida, together with an undivided percentage interest in the common elements appurtenant thereto as set forth in the said Declaration.

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