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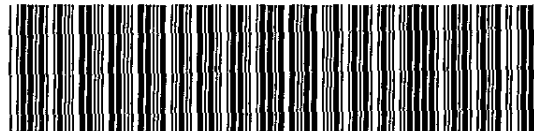
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032
REFERENCE : 366844 7195153
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 55.00

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ORDER DATE : December 18, 2003

ORDER TIME : 3:44 PM

ORDER NO. : 366844-005

CUSTOMER NO: 7195153

CUSTOMER: Jason Perlman, Esq
Jason E. Perlman, Esq.
4040 Sheridan Street

Hollywood, FL 33021

DOMESTIC AMENDMENT FILING

NAME: SOUTH BEACH BOAT CLUB, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION
OF SOUTH BEACH BOAT CLUB, LLC, A FLORIDA LIMITED LIABILITY COMPANY

In accordance with the terms of Section 608.411 of the Florida Limited Liability Company Act, SOUTH BEACH BOAT CLUB, LLC, a Florida limited liability company (the "Company"), hereby adopts the following amendments to its Articles of Organization:

1. Article II is hereby amended to read in its entirety as follows:

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is 300 Alton Rd. Suite 112, Miami Beach, FL 33139.

2. Article IV is hereby amended to read in its entirety as follows:

ARTICLE IV


Management

The Limited Liability Company is to be a manager managed company. The manager(s) name(s), and address(es) are as follows:

Peter Glint, 300 Alton Rd., Suite 112, Miami Beach, FL 33139

3. Article VI is hereby deleted in its entirety.
4. The foregoing amendment was adopted by the Member and Manager owning a majority of the membership interests in the Company eligible to vote by a Written Consent signed by him on December 17, 2003, manifesting his intention that this amendment be adopted, pursuant to Section 608.4321, Florida Statutes.
4. The number of votes cast for said amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as the sole managing member of the Corporation, has executed these Articles of Amendment as of the 17 day of December, 2003.


Peter Glint