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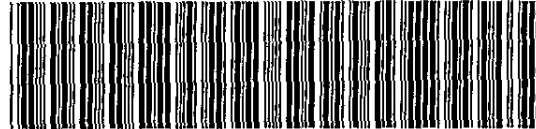
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April 6, 2004

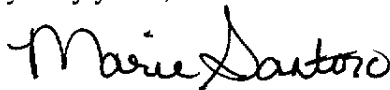
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: South Beach Estate Investment Properties Fund LLC
Document Number: L03000024651

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Organization for the above-referenced limited liability company.

Very truly yours,



Marie Santoro, CLA
Certified Legal Assistant

Enclosure

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Orlando Office:
Granet & Oliver P.L.L.C.
20751 SR 520, Suite 102
Orlando, FL 32833

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

SOUTH BEACH ESTATE INVESTMENT PROPERTIES FUND LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was 06.30.03.

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article II: Principal Address amended: 1407 Villa Juno Drive, Juno Beach, FL 33408


Article II: Mailing Address amended: 1407 Villa Juno Drive, Juno Beach, FL 33408

Article III: Registered Agent amended: MR 44 RA LLC

Article III: Registered Agent address amended: 1407 Villa Juno Drive, Juno Beach, FL 33408

Dated April 6, 2004.

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Signature of a member or authorized representative of a member

Marc Roberts, President ON BEHALF OF MR 44 MANAGEMENT, INC.

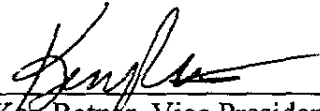
Typed or printed name of signee

Filing Fee: \$25.00

Articles of Amendment to Articles of Organization of SOUTH BEACH ESTATE
INVESTMENT PROPERTIES FUND LLC
Page Two

I, Ken Ratner, the Vice President of the amended registered agent, MR 44 RA, LLC., hereby accepts the appointment as registered agent and I am familiar with and accept the obligations of the position.

MR 44 RA LLC, a Florida
limited liability company

By: 
Ken Ratner, Vice President

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