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LIMITED LIABILITY AMENDMENT

CG MIAMI PARTNERS III, LLC

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Comments:

Ladies and Gentlemen:

Attached hereto for filing are the Articles of Amendment of the Articles of Organization of CG Miami Partners III, LLC. Thank you.

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Adorno & Yoss LLP
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Miami, Florida 33134

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

CG MIAMI PARTNERS III, LLC

(Project Name)

(A Florida Limited Liability Company)


- FIRST:** The Articles of Organization were filed on MARCH 18, 2005 _____
and assigned document number L05000027530.
- SECOND:** The following amendment(s) to the Articles of Organization was/were
adopted by the limited liability company.

Articles VII is hereby deleted in its entirety and amended to read as follows.

ARTICLE VII. MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles. The Managers of the Company shall be CG Miami Holdings III, LLC, a Florida limited liability company, and any other Member who shall be a Manager in accordance with the terms and conditions of the Operating Agreement.

Dated 11-23, 2005.



Signature of a member or authorized representative of a member

BRIAN K. GOODKIND, ESQ., AUTHORIZED REPRESENTATIVE

Typed or printed name of signer

Filing Fee: \$25.00

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