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DATE: 06-05-06

NAME: CAPITAL GROWTH ASSET BASED BRIDGE LOAN FUND III, L

TYPE OF FILING: ARTICLES OF AMENDMENT

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
CAPITAL GROWTH ASSET BASED BRIDGE LOAN FUND III, LLC**

FIRST: The date of filing of the articles of organization was March 28, 2005, under document number L05000030310.

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

**ARTICLE V
Admission of Additional Members**

The founding member or his appointee shall have the right to admit additional members as provided by the Florida Limited Liability Act.

The founding member has appointed the following as an additional managing member:

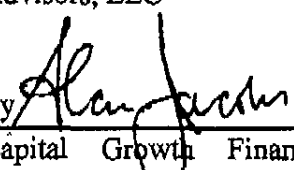
Crossroads Collateral Management Fund, LLC
Lee Haskin, Managing Member
2201 NW Corporate Blvd.
Boca Raton, FL 33431

DATED: June 5, 2006

Managing Member

Capital Growth Investment Fund
Advisors, LLC

By


Capital Growth Financial, Ltd.,
Managing Member, a Florida limited
partnership