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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: QUARTERDECK SOUTH BEACH, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Todd S. Payne, Esq.
(Name of Person)

Zebersky & Payne, LLP
(Firm/Company)

4000 Hollywood Blvd., Suite 675-South
(Address)

Hollywood, FL 33021
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Simona Bulicich at (954) 989-6333 x224
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
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| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|--|--|

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 22, 2007

TODD S. PAYNE, ESQ.
ZEBERSHY & PAYNE, LLP
4000 HOLLYWOOD BLVD., SUITE 675-SOUTH
HOLLYWOOD, FL 33021

SUBJECT: QUARTERDECK SOUTH BEACH, LLC
Ref. Number: L05000054130

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TALLAHASSEE, FLORIDA

We have received your document for QUARTERDECK SOUTH BEACH, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 507A00061935

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

QUARTERDECK SOUTH BEACH, LLC

(Present Name)
(A Florida Limited Liability Company)

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TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization were filed on 06/01/2005 and assigned
document number L05000054130.

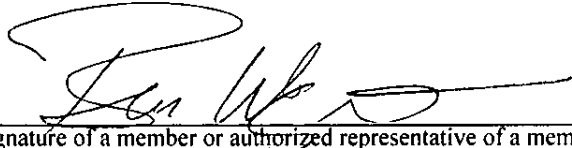
SECOND: This amendment is submitted to amend the following:

Article II - Mailing address shall be changed to 2408 NE 22nd Terrace, Ft. Lauderdale, FL 33305.

Article III - The Registered Agent shall be changed to: Todd S. Payne, Esq.
Zebersky & Payne, LLP, 4000 Hollywood Blvd., Suite 675-South, Hollywood, FL 33021.

Article IV - The LLC Manager shall be Benjamin C. Wagman,
2408 NE 22nd Terrace, Ft. Lauderdale, FL 33305.

Dated October 17, 2007.



Signature of a member or authorized representative of a member

BENJAMIN C. WAGMAN

Typed or printed name of signee

ZEBERSKY & PAYNE, LLP

October 30, 2007

Via Federal Express

Attn: Deborah Bruce
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Quarterdeck South Beach, LLC
Ref. Number: L05000054130

Dear Ms. Bruce:

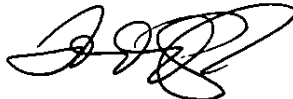
In response to your letter dated October 22, 2007, as referenced by Letter Number 507A00061935, please be advised that I am hereby familiar with and accept the duties and responsibilities as registered agent for the above named Limited Liability Company.

Please proceed forward with filing the Articles of Amendment to Articles of Organization of Quarterdeck South Beach, LLC, as attached hereto.

Should you have any questions or need additional information, please feel free to contact me.

Very truly yours,

ZEBERSKY & PAYNE, LLP



Todd S. Payne
For the Firm

TSP/sb

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