

LD7000019907

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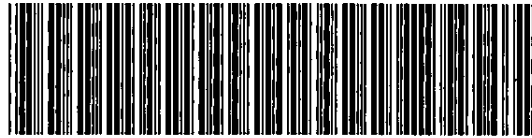
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Thomas F. Morante
Direct Dial 305-679-5732
Direct Fax 305-679-5710
tmorante@joneswalker.com

October 19, 2007

Via U.S. Mail

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Clearwater Holdings Fund LLC
Document No. L07000019907

Dear Sir/Madam:

Please find enclosed for filing: (i) the original and two copies of the Amendment to Amended and Restated Articles of Organization for Clearwater Holdings Fund LLC, and (ii) a check in the total amount of \$25.00 representing the filing fee.

Please return stamped filed copy in the prepaid postage return envelope we are providing for your convenience.

If you have any questions or I may be of further assistance, please contact me at (305) 679-5732.

Sincerely yours, *D.B. for*
Thomas F. Morante

Thomas F. Morante

TFM/mas

Enclosure

**AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
CLEARWATER HOLDINGS FUND LLC**

Pursuant to § 608.411, Florida Statutes, CLEARWATER HOLDINGS FUND LLC, a Florida Limited Liability Company (the "Company"), through the undersigned authorized representative of the Company's sole member, Arapiraca (BVI) Inc. (the "Sole Member"), does hereby adopt the following Amendment to the Amended and Restated Articles of Organization:

FIRST: The Company was created by the Articles of Organization filed with the Florida Department of State on February 21, 2007.

SECOND: On September 21, 2007, the Company filed the Amended and Restated Articles of Organization with the Florida Department of State.

THIRD: On October 18, 2007, the Sole Member of the Company approved an amendment of Article II of the Company's Amended and Restated Articles of Organization to change the Company's principal office and mailing address. As so amended, Article II of the Company's Amended and Restated Articles of Organization reads in its entirety as follows:

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

171 Main Street
P.O. Box 92
Road Town, Tortola VG 1110
British Virgin Islands

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amendment to the Amended and Restated Articles of Organization of CLEARWATER HOLDINGS FUND LLC, is executed by the Company, acting through the authorized representative of its Sole Member, Arapiraca (BVI) Inc., this 17th day of October, 2007.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: _____

Patrick Downey
President of Arapiraca (BVI) Inc., sole
member of Clearwater Holdings Fund LLC.