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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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LIMITED LIABILITY COMPANY

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION

Pursuant to the provisions of Section 7-16-12 of the General Laws of Rhode Island, 1956, as amended, the undersigned limited liability company hereby amends its Articles of Organization as follows:

- 1. The name of the limited liability company is:

Whispering Waters Spa and Shoppee, LLC

- 2. The Articles of Organization of the limited liability company as amended or restated to date are amended as follows:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

The Limited Liability Company is to be disregarded as an entity separate from its members

The Limited Liability Company is to be managed by its Members

There are no Managers of this Limited Liability Company

- 3. The effective date of this amendment, if later than the date of the filing of these Articles of Amendment, is:

(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, I declare and affirm that I have examined these Articles of Amendment, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 5, 2010

Whispering Waters Salon and Shoppee, LLC
Print Name of Limited Liability Company

By [Signature]
Signature of Authorized Person

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By 130608
DS 11:14



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

