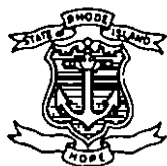


Filing Fee: \$50.00
(See footnote below)

ID Number: 121505



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
(To Be Filed In Duplicate)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
OCT 21 1 38 PM '03

Pursuant to the provisions of Section 7-16-12 of the General Laws, 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:

R. K. NEWPORT, 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 name of the limited liability company is
R. K. Newport 1, LLC.

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: 10/17/03

R. K. NEWPORT, LLC

Print Name of Limited Liability Company

By

Signature of Authorized Person

Filing fee footnote

If the purpose of this amendment is solely to indicate a change in managers pursuant to Section 7-16-12(a)(2), the filing fee shall be \$10.00.

FILED

OCT 21 2003

By

mae
m9923