

Filing Fee: \$50.00
(See footnote below)

ID Number: 134416



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)

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:

SMITH HILL (PLEASANT) PROPERTY ACQUISITION, 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)

"3. Under the terms of these Articles of Organization and any written operating agreement made or intended to be made, the limited liability company is intended to be and vested for purposes of federal income taxation as disregarded as an entity separate from its member."

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 3, 2003

SMITH HILL (PLEASANT) PROPERTY ACQUISITION, LLC

Print Name of Limited Liability Company

By

[Signature]
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

MAR 15 2004

By True
C 23900