

Filing Fee: \$20.00

ID Number: 97137



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

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

1. The name of the limited liability company is:
Watch Hill Properties, LLC
2. The address of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
6 Canal Street, Westerly, RI 02891
3. The NEW address of the resident agent is:
No change
4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
F. Thomas Lenihan, Esq.
5. The name of the NEW resident agent is:
Margaret L. Steele, Esq.
6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

FILED
SECRETARY OF STATE
CORPORATIONS DIV
05 OCT 1 PM 1:45

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 9.12.05

Watch Hill Properties LLC

Print Name of Limited Liability Company

[Signature]
Signature of Authorized Person

FILED
OCT 31 2005
By M81151 GM

Filing Fee: \$50.00
(See footnote below)

ID Number: 97137



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)

05 JUN -9 AM 11:53

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:

CATALANO REALTY FUND, 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)

WATCH HILL PROPERTIES, LLC

(Name is being changed to)

05 JUL 12 AM 11:53

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

"upon filing"

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

FILED

JUL 12 2005

By KMC C 71444

Date: June 6, 2005

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.

Catalano Realty Fund 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.