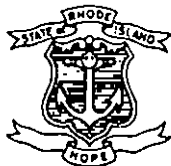


Filing Fee: \$50.00
(See footnote below)

ID Number: 131362



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:

Bannisters Wharf Company, 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)

Article 1 of the Articles of Organization is amended to read as follows:

"The name of the limited liability company is: Bannisters Wharf Realty, LLC"

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)

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: 1-20-2004

BANNISTERS Wharf Company, 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.

RECEIVED
STATE OF RHODE ISLAND
CORPORATIONS DIVISION
JAN 22 2004

FILED

JAN 22 2004

By C17456

Bannisters Wharf Marina, LLC
Bannisters Wharf
Newport, Rhode Island 02840

January 20, 2004

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

Re: Consent to Use of Name

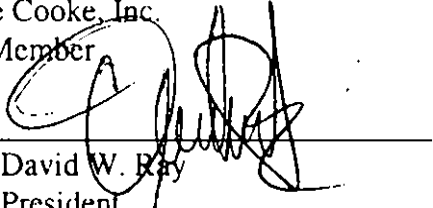
Dear Sir or Madam:

Bannisters Wharf Marina, LLC, a Rhode Island limited liability company, hereby consents to and approves of the use of the name "Bannisters Wharf Realty, LLC" for purposes of changing the name of a limited liability company existing under the laws of the State of Rhode Island.

Very truly yours,

BANNISTERS WHARF MARINA, LLC

By: Clarke Cooke, Inc.
Sole Member

By: 
David W. Ray
President