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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

FILED

JAN 13 2003
By 1009311461

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- The name of the corporation is Classic 12 Meter Charters, Inc.
- The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 18, 2002, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

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

8. Treasurer: Arthur Shlossman, 609 East Shore Road, Jamestown, Rhode Island

Secretary: James C. Marshall, 104 Harvey Avenue, Barnstable, Massachusetts

Vice-Secretary: Alain Hanover, 625 South Avenue, Weston, Massachusetts

- The number of shares of the corporation outstanding at the time of such adoption was 8000; and the number of shares entitled to vote thereon was 300
- The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none.")

Class	Number of Shares
<u>none</u>	<u>300</u>

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5. The number of shares voted for such amendment was 300; and the number of shares voted against such amendment was 0

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
<u>none</u>	<u>300</u>	<u>0</u>

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

no change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

no change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: 12-18-02

Classic 12 Meter Charters, Inc.
Print Corporate Name

By [Signature]
 President or Vice President (check one)

AND
By [Signature]
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF NEWPORT

In NEWPORT, on this 18th day of December, 2002 personally appeared before me KEITH B. KYLG who, being by me first duly sworn, declared that he/she is the President + Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 11/18/2004