

Filing Fee: \$50.00
(See footnote below)

ID Number: 89884



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**

FILED

DEC 01 2005

By 11P 83481a

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

Ocean State Equity Partners, 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 names and addresses of the Managers of the Company are as follows:

Kambiz Shahbazi, 150 East 58th Street, Suite 2000, New York, NY 10155

Constantine Alexakos, 150 East 58th Street, Suite 2000, New York, NY 10155

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

November 8, 2005

(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 8, 2005

Ocean State Equity Partners, 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.