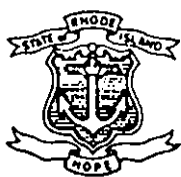


Filing Fee: \$50.00
(See footnote below)

ID Number: 97716



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:

N&J Yacht Charters, 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 in its entirety to read as follows:

The name of the limited liability company is Northrop and Johnson Yacht Charters, 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 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 and that all statements contained herein are true and correct.

Dated: December 31, 1997

[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
SECRETARY OF STATE
CORPORATIONS DIV
JAN 8 1998

FILED

JAN 07 1998

By [Signature]

November 24 1997

Ms. Caryn Johnston Foster
N&J Yacht Charters, LLC
15 Third Street
Newport, Rhode Island 02840

Re: Consent to Use of Name

Dear Ms. Foster:

The undersigned hereby consent to your use of the name "Northrop and Johnson Yacht Charters, LLC" for the following purpose:

The filing with the Rhode Island Secretary of State by N&J Yacht Charters, LLC, of Articles of Amendment to its Articles of Organization amending its company name to "Northrop and Johnson Yacht Charters, LLC".

Very truly yours,

NJC Liquidating, Inc., formerly
NORTHROP & JOHNSON CORPORATION

By:

Caryn Johnston Foster
Caryn Johnston Foster, Vice
President

By:

John T. Griffin, Jr.
John T. Griffin, Jr., Vice
President

Northrop and Johnson Inc.
formerly
Polaris Yacht Brokers, Inc.

By:

Henry Halsted
Henry Halsted, President