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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

BUSINESS CORPORATION

JAN 26 2005

By KMC
C57200

**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 Gooseberry Beach, Inc.
- The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on Oct 24, 2004, 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)

Article Fifth of the original Articles of Association, dated July 8, 1952, is hereby amended to read as follows:

The aggregate number of shares, which the Corporation shall have authority to issue, is:

450 shares of Common stock, each with a par value of \$100.00; there are no other classes of Common stock and no Preferred stock.

RECORDED
CORPORATIONS DIVISION
JAN 26 PM 1:11
DEC 23 AM 11:12

- The number of shares of the corporation outstanding at the time of such adoption was 400; and the number of shares entitled to vote thereon was 400.
- 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>Class</u>	<u>Number of Shares</u>

5. The number of shares voted for such amendment was 65; and the number of shares voted against such amendment was 25.

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
_____	_____	_____
_____	_____	_____
_____	_____	_____

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)

The stated capital is increased from \$40,000.00 to \$45,000.00.

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

Date: Dec 2, 2004

Gooseberry Beach, Inc.

Print Corporate Name

By Stephen P. Martin
 President or Vice President (check one)

AND
By Deanna Casey
 Secretary or Assistant Secretary (check one)

STATE OF Rhode Island
COUNTY OF Newport

In Newport, on this 2nd day of December 2004 personally appeared before me Stephen P. Martin & Deanna Casey who, being by me first duly sworn, declared that he/she is the officer 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.

Jennifer A. Stewart
Notary Public
My Commission Expires: 8/20/05



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FACSIMILE TRANSMITTAL SHEET

Date:	February 9, 2005	
Number of Pages Including Cover Sheet:	<u>1</u>	
To:	Secretary of State Attn: Kathryn	cc:
	222-1309	
Fax No.:		Phone No.:
From:	Patrick O'N. Hayes, Jr.	
RE:	Articles of Amendment – Gooseberry Beach	

Dear Kathryn:

Number 5. of the Articles of Amendment for Gooseberry Beach Inc. should read as follows:

“The number of shares voted for such amendment was 65; and the number of shares voted against such amendment was 20.”

Please call if you have any further questions.

Sincerely,

Patrick O'N. Hayes, Jr.

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