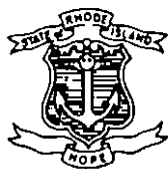


Filing Fee: \$50.00
(See footnote below)

ID Number: 109896



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION

RECEIVED
CORPORATIONS DIV
SECRETARY OF STATE
2006 AUG 11 PM 1:04

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:

Mill Pond Boatyard, L.L.C.

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 name and address of each manager is as follows:

Paul Martellino, Esq. - 11 Memorial Boulevard, Newport, RI 02840

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

(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.

Mill Pond Boatyard, L.L.C.

Print Name of Limited Liability Company

By

Paul Martellino

Signature of Authorized Person

Date:

July 20, 2006

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.

FILED

AUG 11 2006

By *Kmc*

14-081106