Filing Fee: \$50.00 (See footnote below) ID Number: 100297



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

AMENDMENT TO APPLICATION FOR REGISTRATION (To Be Filed In Duplicate)

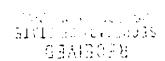
Pursuant to the provisions of Section 7-16-52 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby (check one box only) X corrects or amends its Application for a Certificate of Registration

| statements in the application | on for registration were inaccurate when made or a change has occurred as follows: |
|--|--|
| statements in the application previous amendment ch | on for registration were inaccurate when made or a change has occurred as follows: |
| 2. The statements in the application for registration were inaccurate when made or a change has occurred as follows: The previous amendment changing the managers of the company was incorrect. Aerus LLC is a member managed company. Its managing member is Aerus Holdings, L.L.C., a limited | |
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| | Under penalty of perjury, I declare and affirm that I have examined this Amendment to Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct. |
| 12/19/03 | Aerus, LLC Print Exact Name of Limited Liability Company Making Application |
| | By Signature of authorized person |
| | |

Filing fee footnote

If the purpose of this amendment is solely to indicate a change in managers pursuant to Section 7-16-52, the filing fee shall be \$10.00.

Form No 451 Revised: 01/99



FILED

MAR 05 2004

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