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LIMITED LIABILITY AMENDMENT

JUST DREAMIN', LLC

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March 29, 2005

ALLEY MAASS ET AL

SUBJECT: JUST DREAMIN', LLC
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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
JUST DREAMIN', LLC

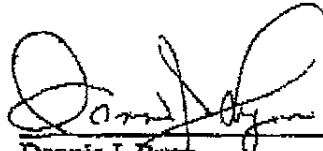
FIRST: The Articles of Organization were filed on November 22, 2004
and assigned document number L04000084960.

SECOND: The following amendment to the Articles of Organization was adopted by
the limited liability company:

Article I is changed to:

"The name of this limited liability company is Waterford Marine, LLC"

Dated the 25th day of March, 2005.



Dennis J. Ryan,
managing member

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