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SOUTHPORT WELLINGTON L.C.

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
	Resignation of R.A. Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SOUTHPORT WELLINGTON, L.C.
(A Florida Limited Liability Company)**

FIRST: The date of the filing of the articles of organization of Southport Wellington, L.C. was September 21, 1998.

SECOND: The following amendments to the articles of organization were adopted by the limited liability company:

1. ARTICLE I—NAME of the articles of organization shall be replaced with the following:

The name of the limited liability company shall be SOUTHPORT REGATTA, L.C. (the "company").

2. ARTICLE V—CAPITAL CONTRIBUTIONS of the articles of organization shall be replaced with the following:

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit A.

3. ARTICLE VI—ADDITIONAL CAPITAL CONTRIBUTIONS of the articles of organization shall be replaced with the following:

Members shall make additional capital contributions to the company as required by the manager of the company in accordance with the regulations of the company.

4. ARTICLE V—ADMISSION OF NEW MEMBERS of the articles of organization shall be replaced with the following:

No additional members shall be admitted to the company except with the consent of the manager of the company. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the business and affairs of the company or become a member unless the manager of the company approves of the proposed transfer.

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5. ARTICLE VI—TERMINATION OF EXISTENCE of the articles of organization shall be replaced with the following:

In the event of the death, dissolution, withdrawal, bankruptcy or incompetency of any member, the company shall be dissolved unless within one hundred eighty (180) days of any such termination event, a majority in voting interest of the members, by vote or written consent, elect to continue the existence and business of the company.

6. The last sentence of ARTICLE VII—MANAGEMENT of the articles of organization of the company shall be replaced with the following:

The name and address of the manager of the company is SOUTHPORT BAY HARBOUR CORPORATION, 2507 Post Road, Southport, Connecticut 06490.

Dated: April 12, 1999

SOUTHPORT BAY HARBOUR
CORPORATION, member

By: Wendy F. Hazen
Wendy F. Hazen, Secretary and Treasurer

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Exhibit A

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
for
SOUTHPORT WELLINGTON, L.C.
n/k/a
SOUTHPORT REGATTA, L.C.
A Florida Limited Liability Company**

The undersigned member of SOUTHPORT WELLINGTON, L.C., n/k/a SOUTHPORT REGATTA, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members to date is \$5,000.00
3. If any, the agreed value of property other than cash contributed by the members is \$0
4. The total amount of cash or property anticipated to be contributed by the members is \$1,800,000. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: April __, 1999

SOUTHPORT BAY HARBOUR
CORPORATION, member

By: _____
Wendy F. Hazen,
Secretary and Treasurer

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