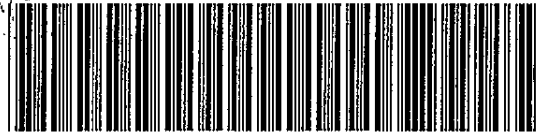


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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TO: Registration Section
Division of Corporations

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SUBJECT: NEW STAR AMERICA, LLC
(Name of Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Santiago J. Padilla, Esq.
(Name of Person)

Law Offices of Santiago J. Padilla, P.A.
(Firm/Company)

1001 Brickell Bay Drive, Suite 1704
(Address)

Miami, Florida 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

Santiago J. Padilla, Esq. at (305) 358-1949
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
NEW STAR AMERICA, LLC

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2004 DEC 27 P 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned Florida Limited Liability Company hereby adopts the following Articles of Amendment to its Articles of Organization:

FIRST: The date of filing of the Articles of Organization of the Limited Liability Company is June 7, 2001. The Document Number of the Limited Liability Company is L01000009165.

SECOND: The following Amendment to the Articles of Organization is hereby adopted:

The name of the Limited Liability Company is changed to:

MAINSTAR AMERICA, LLC

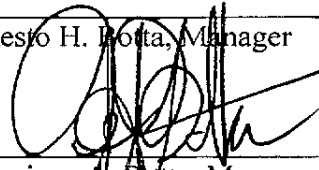
THIRD: The date of the Amendment's adoption is: December 20, 2004.

FOURTH: Adoption of the Amendment was approved by the Members of the Limited Liability Company.

Signed this 20 day of December 2004.



Ernesto H. Botta, Manager



Francisco A. Botta, Manager

* * * * *

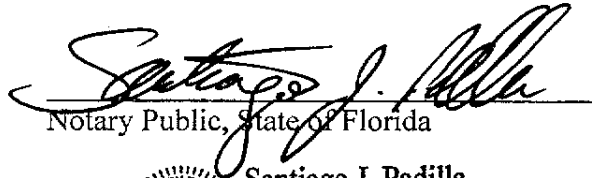
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA }
 } ss.
COUNTY OF MIAMI-DADE }

The foregoing document was sworn to and acknowledged before me this 20 day of December 2004, by Ernesto H. Botta and Francisco A. Botta, as Managers of New Star America, LLC, who produced their passports as identification and acknowledged that they executed the same freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year above written.


Notary Public, State of Florida

[Seal]  Santiago J. Padilla
Commission #DD272225
Expires: Jan 09, 2008
Bonded Thru
Atlantic Bonding Co., Inc.