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STARDUST ENTERTAINMENT LLC

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ARTICLES OF AMENDMENT FOR
STARQUEST ENTERTAINMENT LLC

- 1) The date of filing the Articles of Organization was October 25, 2004.
- 2) The following Amendment to the Articles of Organization was adopted by the limited liability company:

ARTICLE I

The name of the Limited Liability Company is: Pop Factory LLC

Signed this 25th day of June, 2007.

By: Gail Sonnenschein
Gail Sonnenschein, Manager

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