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STAR SHOPPE TECHNOLOGIES, LLC

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ATTORNEYS AT LAW

ONE HARBOUR PLACE
777 S. HARBOUR ISLAND BOULEVARD
TAMPA, FLORIDA 33602-5799

MAILING ADDRESS
P.O. BOX 3239, TAMPA, FL 33601-3239
TEL (813) 223-7000 FAX (813) 229-4133

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November 16, 1999

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 16, 1999

STAR SHOPPE TECHNOLOGIES, LLC
13535 FEATHER SOUND DRIVE, SUITE 200
CLEARWATER, FL 33762

SUBJECT: STAR SHOPPE TECHNOLOGIES, LLC
REF: L99000007775

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

The undersigned, acting as the sole member of Star Shoppe Technologies, LLC, a Florida limited liability company (the "Company"), whose Articles of Organization were originally filed with the Florida Department of State on November 15, 1999, adopts the following Amended and Restated Articles of Organization of the Company:

**ARTICLE I
Name**

The name of the Company is Star Technologies, LLC.

**ARTICLE II
Principal Office and Mailing Address**

The principal office and mailing address of the Company are 13535 Feather Sound Drive, Suite 200, Clearwater, Florida 33762.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the initial registered office of the Company is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5799, and the name of its initial registered agent at that address is David P. Burke.

**ARTICLE IV
Management**

The Company shall be a manager-managed company.

These Amended and Restated Articles of Organization are being filed pursuant to Section 608.411 of the Florida Statutes and have been duly executed by the undersigned member of the Company on this 16th day of November 1999.

Sole Member:

TRANS-PACIFIC HOLDINGS, LLC,
a Florida limited liability company

By:


Carl M. Bierbaum
Manager

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Hunter J. Brownlee, Esq.
Carlton Fields, P.O. Box 3239, Tampa, FL 33601
Ph: 813-223-7000; Fax: 813-229-4133
Fla. Bar No. 0066583