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VIA FEDERAL EXPRESS

September 1, 2000

Secretary of State of Florida
Corporations Division - Amendments
409 East Gaines Street
Tallahassee, FL 32399

Re: Starphire Technologies, LLC

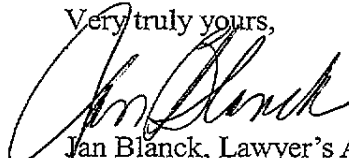
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Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment, in duplicate, to the Articles of Organization of Starphire Technologies, LLC. Also enclosed is our check in the amount of \$55 in payment of filing fees and a certified copy. Please forward the certified copy of the Amendment to me.

Thank you for your cooperation with this matter.

Very truly yours,


Jan Blanck, Lawyer's Assistant to
Ronald Haligman

FILED
00 SEP -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Troy J. Rillo

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
STARPHIRE TECHNOLOGIES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY (THE "COMPANY")**

FIRST: The date of filing of the Company's Articles of Organization is July 3, 2000.

SECOND: The following amendment to the Articles of Organization was adopted by the Company on August 2, 2000:

Article VI is hereby amended to read as follows:

ARTICLE VI.

MANAGEMENT

The management of the Company is reserved to one or more managers and is therefore, a manager-managed company.

Date: August 2, 2000

By: 
Member or Authorized Representative of Member

Michael Murdock

FILED
00 SEP -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA