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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

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OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

June 14, 2002

To: Florida Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

From: Marathon Runners, L.L.C.
P.O. Box 453191
Kissimmee, FL 34745
407-460-0991

This is a cover letter for my amendment to articles. For clarification:

Amendment to Article 1: The name of the company is changing from Marathon Runners, L.L.C. to Upstart Industries, L.L.C.

Amendment to Article 2: The principal place of business is 1130 E. Donegan Ave. Suite 4 Kissimmee, FL 34744

Addition to Company: We are adding Barry Compton as a member. His address is 1130 E. Donegan Ave. Suite 4 Kissimmee, FL 34744. He does not have management authority or responsibility. He will serve in an advisory capacity only. His title will be member.

Change of Function: The function of the company will be an investment and miscellaneous service company.

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

MARATHON RUNNERS, L.L.C.

(Present Name)
(A Florida Limited Liability Company)

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FIRST: The date of filing of the articles of organization was 11/19/01

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

AMENDMENT TO ARTICLE 1: THE NEW NAME OF THE BUSINESS IS
UPSTART INDUSTRIES, L.L.C.

AMENDMENT TO ARTICLE 2: PRINCIPAL PLACE OF BUSINESS IS NOW:
1130 E. DONEGAN AVE. SUITE 4
KISSIMMEE, FL 34744

ADD AS MEMBER: BARRY COMPTON - 1331 WOODCREST BLVD.
TITLE - MEMBER KISSIMMEE, FL 34744

CHANGE OF FUNCTION - INVESTMENT & MISC. SERVICES

Dated JUNE 4, 2002



Signature of a member or authorized representative of a member

JOSHUA KECK

Typed or printed name of signee

Filing Fee: \$25.00