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PICK-UP     WAIT     MAIL

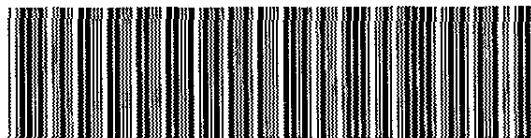
(Business Entity Name)

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J. BRYAN JAN 6 2003



ACCOUNT NO. : 072100000032  
 REFERENCE : 878966 4354451  
 AUTHORIZATION : *Patricia Puyot*  
 COST LIMIT : \$ 25.00

ORDER DATE : January 3, 2003  
 ORDER TIME : 8:47 AM  
 ORDER NO. : 878966-005  
 CUSTOMER NO: 4354451  
 CUSTOMER: Kevin Davis  
 Garvey Schubert & Barer  
 Suite 1800  
 1191 2nd Avenue  
 Seattle, WA 98101-2939

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DOMESTIC AMENDMENT FILING

NAME: VSTARR INTERIORS, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
 \_\_\_\_\_ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114  
 EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
VSTARR LLC  
A Florida Limited Liability Company**

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FIRST: The date of filing of the Articles of Organization was April 11, 2002.

SECOND: The following Amendments to the Articles of Organization were adopted by the Limited Liability Company:

Article V – MANAGEMENT:

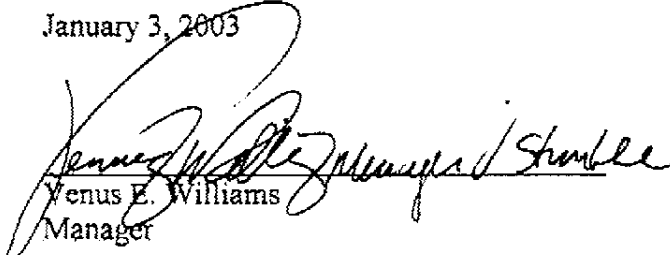
Manager/CEO:	Venus Williams
Vice President/Director of Design:	Bonnie Nathan

The duties of the Manager and the Executive Officers are as follows, unless otherwise changed by the members:

The CEO/Manager shall have the general authority and power to manage the Company's business, to make contracts in the ordinary course of business, to direct the other officers in the performance of their duties, to execute all authorized instruments, and to perform all acts incident to the office of CEO/Manager.

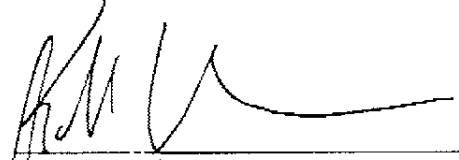
The Vice President/Director of Design shall be responsible for the day-to-day responsibilities and duties as a licensed interior designer and office administrator including, coordinating and completing the groundwork for the formation of the Company's new interior design business, developing policies, forms and procedures used in the design and completion of a project, handling human resource matters, attending client progress meetings and presentations, establishing budgets, managing budgets and the Company's finances, completing and supervising all interior design work on projects, interacting with the Company's consultants, attorneys, accountants and other business professionals, developing business for the Company, preparing and monitoring bids, marketing and promoting the Company, and performing such other duties as are assigned by the Company's CEO.

January 3, 2003

  
Venus E. Williams  
Manager

STATE OF FLORIDA  
COUNTY OF PALM BEACH

SWORN TO (or affirmed) and subscribed before me this day of January 3, 2003 by Venus E. Williams who is personally known to me.

  
Notary Public



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