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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : I19990000180
Phone : (305) 357-5775
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LIMITED LIABILITY AMENDMENT

STARBLOOM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$55.00

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DIVISION OF CORPORATION

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MAR-13-03 THU 10:37 AM FIELDSTONE LESTER & SHEAR FAX NO. 3053575762

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
STARBLOOM, INC.
(A Florida Limited Liability Company)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was September 20, 2002.

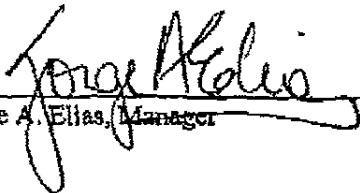
SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

Article I: Name:

The name of the Limited Liability Company shall be:

STARBLOOM, LLC

Dated: March 11, 2003.


Jorge A. Elias, Manager