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Clearwater, Florida 33756-5507

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

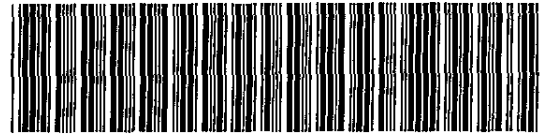
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

BATES STREET PARTNERS, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was MAY 27, 2003

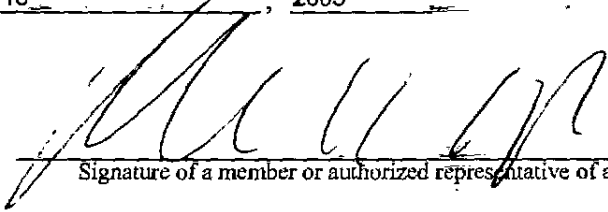
SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

ARTICLE I

The name of the Limited Liability Company is: STARQUEST INVESTMENTS, LLC

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Dated DECEMBER 18, 2003


Signature of a member or authorized representative of a member

MARTIN DRILLICH
Typed or printed name of signee

Filing Fee: \$25.00