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Account Name : ROGERS, TOWERS, BAILEY, ET AL
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LIMITED LIABILITY AMENDMENT

STARXVI, L.L.C.

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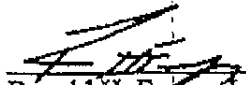
LO4-19492
11/22/2004

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
STAR XVI, LLC
(f/k/a STARXVI, L.L.C.)

- FIRST: The date of filing of the original Articles of Organization of STAR XVI, LLC was March 12, 2004.
- SECOND: The Amended and Restated Articles of Organization of STAR XVI, LLC attached hereto as Exhibit A were duly adopted by the voting members of STAR XVI, LLC.
- THIRD: The Amended and Restated Articles of Organization of STAR XVI, LLC shall become effective upon the filing of the same with the Secretary of State of the State of Florida.
- Dated: November 22, 2004

STAR XVI, LLC,
a Florida limited liability company

By: 
Ronald H. Foster, Jr.
Member

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EXHIBIT A

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
STAR XVI, LLC
(f/k/a STARXVI, L.L.C.)**

These Amended and Restated Articles of Organization are submitted in accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may be amended from time to time (the "Act").

ARTICLE I - NAME

The name of the limited liability company is STAR XVI, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2900 Hartley Road, Jacksonville, Florida 32257.

ARTICLE III - REGISTERED AGENT

The name and street address of the registered agent and registered office of the Company is Michael A. Wodrich, Esq., Rogers Towers, P.A., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE IV - MANAGEMENT

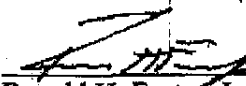
The Company will be a manager-managed company.

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being a member of the Company, has executed these Amended and Restated Articles of Organization this 22nd day of November 2004. In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

STAR XVI, LLC,
a Florida limited liability company

By: 
Ronald H. Foster, Jr.
Member

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the limited liability company is:

STAR XVI, LLC

2. The name and street address of the registered agent and registered office of the limited liability company is:

Michael A. Wodrich, Esq.
Rogers Towers, P.A.
1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: November 22, 2004

By: 

Michael A. Wodrich
Registered Agent

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TALLAHASSEE, FLORIDA

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