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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

StarQuest Entertainment, LLC

Certificate of Status	0
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Fax Audit No H050002329413

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I. NAME

The name of the Limited Liability Company is:

StarQuest Entertainment, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1030 North Orange Avenue, Suite 105, Orlando, Florida 32801.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: Twenty (20) Years.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 12200 West Colonial Drive, Suite 303, Winter Garden, Florida 34787 and the name of the initial registered agent of the corporation at that address is E. Nicholas Davis, III.

ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the initial managing member is:

Randy Lubinsky
1030 North Orange Avenue
Suite 105
Orlando, FL 32801

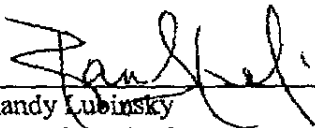
Fax Audit Number: H050002329413
Prepared by: Jennifer S. Loomis
CloverLeaf Capital Advisors
12200 West Colonial Drive, Suite 303
Winter Garden, Florida 34787
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407-905-9695 fax

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SECRETARY OF STATE
PALM BEACH COUNTY
FLORIDA

Fax Audit No: H 050002329413

Mark Szporka
1030 North Orange Avenue
Suite 105
Orlando, FL 32801

The undersigned authorized representative of a member of StarQuest Entertainment, LLC, hereby executes these articles of organization on the 30th day of September, 2005.



Randy Lubinsky
Managing Member

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF ORGANIZATION**

E. Nicholas Davis, III, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

By: _____


E. Nicholas Davis, III

Dated: September 30, 2005

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STATE OF FLORIDA)
)
COUNTY OF ORANGE)

On this 30th day of September, 2005, before me, a Notary Public in and for the State and County aforesaid, personally appeared E. Nicholas Davis, III, who either is known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the organizer of StarQuest Entertainment, LLC, and that he executed as said organizer the foregoing Articles of Organization of said Company as his act and deed and as the act and deed of said corporation.

WITNESS my hand and seal of office on the date and year first aforesaid.

Jennifer S. Loomis
NOTARY PUBLIC

Notary Public Commission expires: *4/30/08*
[Notarial Seal]



Jennifer S. Loomis
My Commission DD293066
Expires April 30, 2008

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