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July 19, 2002

FILED
02 JUL 23 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Corporate Filing
P. O. Box 6327
Tallahassee, FL 32314

100006594161--8
-07/23/02--01061--002
*****33.75 *****33.75

RE: Name: Westminster, L.L.C.
Name Change: Quay, L.L.C.
Our File No. 2317/21454

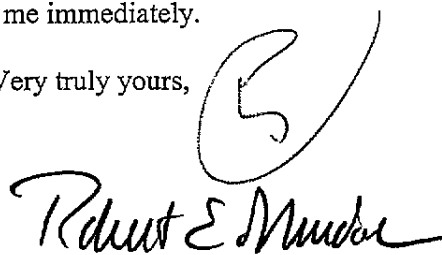
Gentlemen:

Enclosed please find for filing with the Division of Corporations two originals of the Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida and an original certificate from the State of Oklahoma evidencing this name change in Oklahoma.

I have also enclosed a check in the amount of \$33.75 which represents the filing fee and charge for a certificate of status reflecting the name change.

If you should have any questions, please contact me immediately.

Very truly yours,



ROBERT E. MURDOCH
For the Firm

REM:nlk
enclosures

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

FILED
JUL 23 AM 9:14
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Westminster, L.L.C., an Oklahoma limited liability company
2. Jurisdiction of its organization: Oklahoma
3. Date authorized to do business in Florida: January 24, 2002

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? May 23, 2002
5. New name of the limited liability company: Quay, L.L.C.
6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.
Intervest Properties, Ltd., an Oklahoma corporation,
its sole member

Signature of a member or the authorized
representative of a member

By: D. Williams
Dale A. Williams, President

Typed or printed name of signee

Filing Fee: \$25.00

OFFICE OF THE SECRETARY OF STATE



AMENDED
CERTIFICATE
OF
LIMITED LIABILITY COMPANY

FILED
JUL 23 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Amended Articles of Organization of
QUAY, L.L.C.

an Oklahoma limited liability company, has been filed in the Office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 23rd
day of May, 2002.

Mike Hunter
Secretary of State

By: *W. M. McNeill*

**AMENDED ARTICLES OF ORGANIZATION
OF
QUAY, L.L.C.
(FORMERLY WESTMINSTER, L.L.C.)
An Oklahoma Limited Liability Company**

TO: THE OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897

FILED
MAY 23 2002
OKLAHOMA SECRETARY
OF STATE
FILED
JUL 23 AM 9:44
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, for the purpose of amending the Articles of Organization of an Oklahoma limited liability company under the Oklahoma Limited Liability Act (the "Act"), does hereby execute the following amended articles:

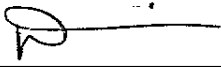
1. (A) The name of the limited liability company is **WESTMINSTER, L.L.C.**
(B) The name of the limited liability company has been changed to **QUAY, L.L.C.** (the "Company").
2. The date of filing of the original Articles of Organization is **August 27, 1999.**
3. The street of address of the principal place of business of the Company in the State of Oklahoma is **15 E. 5th Street, Suite 2700, Tulsa, Oklahoma 74103.**
4. The name and address of the registered agent of the Company in the State of Oklahoma is **Gary L. Neal, 502 West Sixth Street, Tulsa, Oklahoma 74103.**
5. **AMENDMENTS TO ARTICLES OF ORGANIZATION:**

FIRST: The name of the limited liability company is **QUAY, L.L.C.**

IN WITNESS WHEREOF, these Amended Articles of Organization have been executed on the 15th day of April, 2002, by the undersigned.

"SOLE MEMBER"

INTERVEST PROPERTIES, LTD.,
an Oklahoma corporation

By 
DALE A. WILLIAMS, President

FILED
JUL 23 AM 9:14
CLERK OF STATE
TALLAHASSEE, FLORIDA