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(Requestor's Name)

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WAIT

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MAIL

(Business Entity Name)

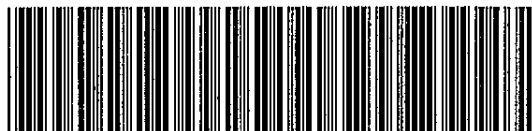
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MS2-264
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A PROFESSIONAL CORPORATION

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July 7, 2004

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Florida Department of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Quay, LLC**

Enclosed in duplicate is the following original executed document for the referenced entity:

1. Amendment to Application for Authorization to Transact Business in Florida;

Also enclosed is a check for \$25.00 for the filing fees. Please return a file stamped copy and evidence of filing to the above-referenced address.

Please call me if there are any questions or concerns.

Very truly yours,



Gregory W. Alberty
FOR THE FIRM

Enclosure

FILED
JUL 13 2004
TULSA, OKLAHOMA
CLERK

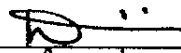
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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: QUAY, L.L.C.
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? N/A
5. New name of the limited liability company: N/A
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: The Manager of the Company is INTERVEST MANAGEMENT, LTD. ("Manager").
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.



Signature of a member or the authorized
representative of a member

Dale A. Williams, as President of Manager

Typed or printed name of signee

Filing Fee: \$25.00

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that, to the date of this certificate, the attached is a true and correct copy of all documents on file in this office as described below of:

NAME OF ENTITY

QUAY, L.L.C.

DOCUMENT TYPE

Articles of Organization
Articles of Amendment
Articles of Amendment
Annual Reports
Articles of Amendment
Articles of Amendment
Annual Reports
Articles of Amendment

DOCUMENT FILING DATE

August 27, 1999
May 08, 2002
May 23, 2002
June 28, 2002
April 18, 2003
May 06, 2003
May 28, 2003
June 30, 2004



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 2nd day of July, 2004.

M. Susan Savage

Secretary Of State

OFFICE OF THE SECRETARY OF STATE



**AMENDED CERTIFICATE
OF
LIMITED LIABILITY COMPANY**

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
30th day of June, 2004.*

M. Susan Savage

Secretary of State

**AMENDED ARTICLES OF ORGANIZATION
OF
QUAY, 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

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. The name of the limited liability company is **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. **AMENDMENT TO ARTICLES OF ORGANIZATION:**

The business of the Company shall be managed by INTERVEST MANAGEMENT, LTD., an Oklahoma corporation.

IN WITNESS WHEREOF, these Amended Articles of Organization have been executed on the 30 day of June, 2004, by the undersigned.

06/30/2004 12:30 PM
OKLAHOMA SECRETARY OF STATE



SOS



1534290007

"MANAGER"

INTERVEST MANAGEMENT, LTD.,
an Oklahoma corporation

By DALE A. WILLIAMS, President