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BASIC AMENDMENT
STARQUEST NETWORKS INC.

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Amendment

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
STARQUEST NETWORKS INC.

Pursuant to the provisions of the Florida Statutes, on February 3, 1999, the incorporator of Starquest Networks Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That Robert M. Adler Sr. and Kamal Hotchandani should not serve as directors of the Corporation.

RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolution.

The amendment was adopted by the incorporator before the issuance of any shares; shareholder action was not required.

NOW THEREFORE, in accordance with the foregoing resolutions,

Article VI of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

The Corporation shall have three (3) directors. The names and addresses of the members of the Board of Directors are Robert M. Adler Jr., 400 North Flagler Drive, West Palm Beach, Florida 33401, Jane H. Adler, 400 North Flagler Drive, West Palm Beach, Florida 33401, and Timothy M. Hulett, 108 Bloomfield Drive, West Palm Beach, Florida 33405.

IN WITNESS WHEREOF, the incorporator of the Corporation has executed and submitted this instrument this 8th day of February, 1999.



Mark H. Mirkin, Esq.

Mark H. Mirkin, Esq.
Florida Bar No. 0464694
Mirkin & Wolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
Phone No. 561-687-4460
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