

A060000000822

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

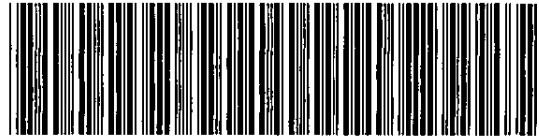
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

A. LUNT
NOV - 5 2008

EXAMINER



600137465446

11/03/08--01039--010 **215.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
Reichstein and Lapat
an association of individual attorneys

3300 University Drive
Suite 311
Coral Springs, Florida 33065
(954) 345-6442
(954) 344-0288 (Fax)

221 North La Salle Street
Suite 1137
Chicago, Illinois 60601
(312) 425-2900
(312) 425-2901(Fax)

Please Reply to Florida Office

Michael Lapat
admitted to Practice in:
Florida, Illinois & New York
mlapat@nysbar.com

October 27, 2008

Registration Section
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Florida Amendments
Miami Capital, L.P.
Miami Capital Investment Group, LLC
Miami Capital Advisors, LLC

Wellpoint Asset Management, LLC
to Defined Capital, L.P. \$105.00
to ~~Wellpoint Investment Group, LLC~~ \$ 55.00
to Wellpoint Investment Advisors, LLC \$ 55.00

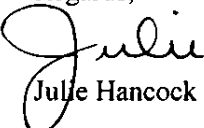
\$215.00

Dear Sir or Madam:

Please find enclosed herewith, in duplicate original, one Amendment to Limited Partnership and two Amendments to Articles of Organization for the above-referenced entities. Additionally enclosed is one check in the sum of \$215.00 representing the filing fees for these formations.

Kindly file the foregoing as appropriate and return to this office the requested file-stamped and certified copies.

Should you have any questions, please contact the undersigned.

Regards,

Julie Hancock
jah
enclosure

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MIAMI CAPITAL, L.P.
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

MICHAEL LAPAT
(Contact Person)

LAW OFFICES OF MICHAEL LAPAT
(Firm/Company)

3300 UNIVERSITY DRIVE, SUITE 311
(Address)

CORAL SPRINGS FL 33065
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JULIE HANCOCK at (954) 345-6442
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

MIAMI CAPITAL, L.P.

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on 06-27-2006 A06000000822, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

DEFINED CAPITAL, L.P.

(New name must be distinguishable and contain an acceptable suffix.)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P., L.L.L.P., L.L.L.P.

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: 1330 WEST AVE, #2908
(Enter Florida street address)

MIAMI BEACH, Florida 33139
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(If Changing Registered Agent, Signature of New Registered Agent)

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ALLAHUSSEE, FLORIDA

C. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
GP	MIAMI CAPITAL INVESTMENT GROUP, LLC	100 LINCOLN RD SUITE 1536 MIAMI BEACH FL 33139	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
GP	<i>Asset Management</i> WELLPOINT INVESTMENT GROUP , LLC	1330 WEST AVE. #2908 MIAMI BEACH FL 33139	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
		<i>Lob-65292</i>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

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 TALLAHASSEE, FLORIDA
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D. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)

E. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

CHANGE ALL ADDRESSES (INCLUDING PRINCIPAL/MAILING):

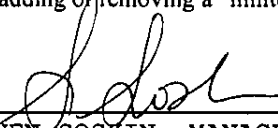
1330 WEST AVE. #2908

MIAMI BEACH FL 33139

Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)



STEVEN SOSKIN, MANAGER,
WELLPOINT ~~INVESTMENT GROUP, LLC~~ (GP)
Asset Management, LLC

Signature(s) of all new or dissociating general partner(s), if any:

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TALLAHASSEE, FLORIDA

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75