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Division of Corporations

BRGWR-813-223-9620

NO. 5213

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Florida Department of State
Division of Corporations
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LIMITED LIABILITY AMENDMENT

INNOVATION CAPITAL LLC

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

October 21, 2004

INNOVATION CAPITAL LLC
8000 N FEDERAL HIGHWAY
THIRD FLOOR
BOCA RATON, FL 33487

SUBJECT: INNOVATION CAPITAL LLC
REF: L00000006239

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In order to change your registered agent, the new agent must sign accepting as registered agent. You may add such language to your amendment form and have the agent sign, or you may submit a registered agent change form along with your amendment form, under the same cover sheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Lee Rivers
Document Specialist

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10/19/2004 15:39 15514836129

JORDAN

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FAX AUDIT NUMBER: (((H04000209096 3)))

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
INNOVATION CAPITAL, LLC**

Innovation Capital, LLC, a Florida limited liability company (the "Limited Liability Company"), hereby certifies as follows:

1. Article First is hereby deleted in its entirety and restated as follows:

FIRST: The name of the Limited Liability Company is:

Midtown Partners & Co., LLC

2. Article Fourth is hereby deleted in its entirety and restated as follow:

FOURTH: The mailing address and street address of the registered office of the Limited Liability Company is 220 S. Franklin Street, Tampa, Florida 33602, and the name of the registered agent is Brent A. Jones, Esquire.

3. Article Fifth is hereby deleted in its entirety and restated as follows:

FIFTH: The mailing address and principal address of the Limited Liability Company is 7491 Estrella Circle, Boca Raton, Florida 33433.

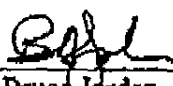
4. Article Sixth is hereby deleted in its entirety and restated as follows:

SIXTH: The Limited Liability Company is to be managed by a Managing Director.

5. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are filed with the Florida Department of State.

6. The amendments recited above were adopted by Unanimous Written Consent of the Members of the Limited Liability Company on October 19, 2004, and consequently the number of shares cast in favor of amendment were sufficient for its approval.

IN WITNESS WHEREOF, the Limited Liability Company has caused these Articles of Amendment to be prepared under the signature of its Managing Director this 19th day of October, 2004.

By: 

Bruce Jordan, Managing Director

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: Midtown Partners & Co., LLC
2. The mailing address of the limited liability company is : 7491 Estrella Circle, Boca Raton, FL 33433

3. Date of filing/registration in Florida 5/30/00 4. Document number L00000008239

5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

Rebecca Hamilton, c/o Sachs Sax & Klein, PA
Name
301 Yamoto Rd N Trust Plaza Ste 4150
Address
Boca Raton, FL 33431
City, State and Zip

6. The name and address of the new registered agent and/or office:

Brent A. Jones, Esq., c/o Bush Ross Gardner
Name
220 S. Franklin Street
Florida street address (P.O. Box NOT acceptable)
Tampa, FL 33602
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

/s/
(Signature of a member or authorized representative of a member)

Bruce Jordan, Managing Director
(Printed or typed name of signee)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

[Signature]
(Signature of Registered Agent)

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

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