

CORPORATION...
3 N. MERIDIAN STREET, MOBILE, AL
ALLAHASSEE, AL 32301

L9900000164

FILING COVER SHEET
ACCT. #FCA-14

FILED
Jul 19, 2002 08:00 AM
Secretary of State

CONTACT: LYDIA LOTT

DATE: 7-19-02

REF. #: 0204.7935

CORP. NAME: BAY⁴ CAPITAL LLC L99-1164

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

RECEIVED
202 JUL 19 AM 11:58
DIVISION OF CORPORATION

STATE FEES PREPAID WITH CHECK# 4956 FOR \$ 55.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: 600006529036--7
-07/19/02-01028-026
*****55.00 *****55.00

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials JP

FILED
Jul 19, 2002 08:00 AM
Secretary of State

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
BAY⁴ CAPITAL, LLC**

Bay⁴ Capital, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Company"), in order to amend its Articles of Organization in accordance with the requirements of Chapter 608, Florida Statutes, does hereby certify as follows:

1. The Articles of Organization of the Company were filed by the Secretary of State of the State of Florida on March 2, 1999, and Articles of Merger were filed on October 25, 2001.

2. The amendment to the Articles of Organization being effected hereby will completely delete Articles V, VI and VII of the Articles of Organization as of the date hereof, and substitute in their place the Articles V, VI, and VII set forth below.

3. These amendments to the Articles of Organization were adopted by the limited liability company.

4. These Articles of Amendment to the Articles of Organization shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Articles V, VI and VII of the Articles of Organization of the Corporation shall read as follows:

ARTICLE V
Admission of Members

New members shall be admitted to the limited liability company upon approval by the Board of Managers. Contributions required of a new member shall be determined by the Board of Managers as of the time of the admission of the new member to the limited

liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in accordance with the operating agreement of the limited liability company.

ARTICLE VI
Continuation of Business

Upon such terms as are provided in the Operating Agreement, the members may continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

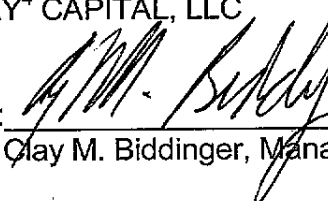
ARTICLE VII
Management of Business

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the managers of the limited liability company. The Board of Managers of this limited liability company shall consist of a number of persons elected in the manner prescribed in the Operating Agreement of the limited liability company. The current Board of Managers consists of one person. Each manager shall serve a term of the greater of (i) one year, or (ii) the period from his election until the election of his successor; provided, however, any manager may be removed as provided in the Operating Agreement of the limited liability company. The name and current address of the current manager who is to serve as manager until the next annual meeting of members and until his successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Clay M. Biddinger	101 Philippe Parkway, Ste. 300 Safety Harbor, FL 34695

IN WITNESS WHEREOF, Bay⁴ Capital, LLC has caused these Articles of Amendment to the Articles of Organization to be executed by its manager this 11th day of July, 2002.

BAY⁴ CAPITAL, LLC

By: 
Clay M. Biddinger, Manager