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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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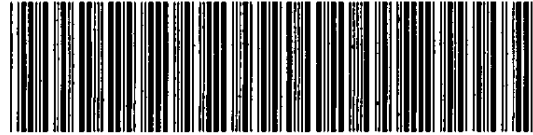
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JUN 20 2008

EXAMINER

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2008 JUN 19 PH 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Thomas, Miller & Partners, PLLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tammy Schreeder
(Name of Person)

Thomas, Miller & Partners, PLLC
(Firm/Company)

5210 Maryland Way, Suite 200
(Address)

Brentwood, TN 37027
(City/State and Zip Code)

For further information concerning this matter, please call:

Tammy Schreeder at (615) 377-9773
(Name of Person) (Area Code & Daytime Telephone Number)

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

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

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
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: Thomas, Miller & Partners, LLC
2. Jurisdiction of its organization: Tennessee
3. Date authorized to do business in Florida: August 10, 2001

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? April 1, 2008
5. New name of the limited liability company: Thomas, Miller & Partners, PLLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

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:
N/A
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

Marc S. Rowland, AIA, ACHA

Typed or printed name of signee

Filing Fee: \$25.00

2008 JUN 19 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE **Exhibit A** SEE

2008 APR -1 PM 1:50

RILEY DARGELL
SECRETARY OF STATE

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
THOMAS, MILLER & PARTNERS, PLLC
(f/k/a Thomas, Miller & Partners, LLC)**

6272.1395


The undersigned, constituting all of the Members of Thomas, Miller & Partners, PLLC (the "Company"), a limited liability company formed pursuant to Tennessee Limited Liability Company Act (the "Act") adopt the following Amended and Restated Articles of Organization (the "Articles").


1. The name of the Company is Thomas, Miller & Partners, PLLC.
2. The Company is a professional limited liability company.
3. The Company elects to be governed by the Tennessee Revised Limited Liability Company Act.
4. The purpose of the Company is to render professional services related to the practice of architecture, engineering, landscape architecture and interior design or any other profession permitted by the Tennessee Board of Examiners for Architects and Engineers to practice as a member of this Company.
5. All of the members of the Company are qualified persons for purposes of being a member of a Tennessee professional limited liability company, and no disqualified persons are members or holders in the Company.
6. The name and address of the initial registered agent is Lawrence R. Hart, 5210 Maryland Way, Suite 200, Brentwood, Tennessee 37027 in Williamson County.
7. At the date of the filing of the Articles, the Company does not have more than six (6) members.
8. The principal executive office of the Company is 5210 Maryland Way, Suite 200, Brentwood, Tennessee 37027 in Williamson County.
9. The Company shall be member-managed.

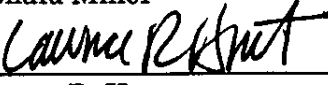
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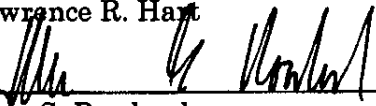
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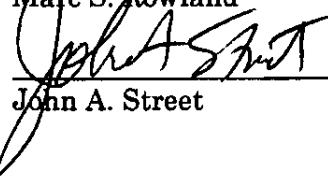
Dated: March 27, 2008


Albert L. Thomas


E. Donald Miller


Lawrence R. Hart


Marc S. Rowland


John A. Street

6272.1396

CERTIFICATE

To the Secretary of the State of Tennessee:

Thomas, Miller & Partners, PLLC (the "Company"), a Tennessee professional limited liability company, does hereby submit for filing the attached Amended and Restated Articles of Organization of the Company (the "Articles").

1. The name of the Company is Thomas, Miller & Partners, PLLC.
2. Paragraphs 1 through 9 of the Articles are being amended and paragraphs 10 through 14 are deleted as reflected in the Amended and Restated Articles attached hereto as Exhibit A.
3. This amendment was duly authorized and adopted by the members of the Company effective as of March 27, 2008.

Dated: March 27, 2008

THOMAS, MILLER & PARTNERS, PLLC

By: Lawrence R. Hart
Lawrence R. Hart, President

6272.1397