

B07000000079

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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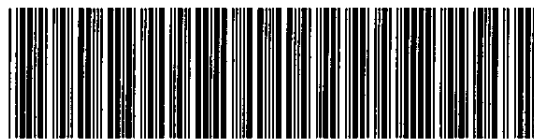
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATION
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G. MCLEOD

MAR 28 2008

EXAMINER

ROBINSON BRADSHAW & HINSON

CHARLOTTE OFFICE
DIRECT DIAL: 704.377.8176
DIRECT FAX: 704.339.3476
LPERES@RBH.COM

March 24, 2008

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: *CapitalSouth Corporation*
CapitalSouth Partners F-II, LLC
CapitalSouth Partners F-III, LLC
CapitalSouth Partners Fund I, Limited Partnership
CapitalSouth Partners Fund II, Limited Partnership
CapitalSouth Partners Fund III, L.P.
CapitalSouth Partners SBIC F-III, LLC
CapitalSouth Partners SBIC Fund III, L.P.
CapitalSouth Partners, LLC

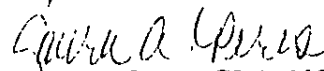
To Whom It May Concern:

Enclosed please find the following for each of the above entities:

1. Original and one (1) copy of the Statement of Change of Registered Office or Registered Agent for each of the foregoing entities; and
2. Our client's checks, each in the amount of \$25.

Please forward evidence of filing the Statements to my attention in the self-addressed, stamped envelopes. Should you have any questions, or require additional documentation, please contact me at 704-377-8176. Thank you for your attention to the foregoing.

Regards,



Laura A. Peres, CLA, NCCP
Certified Paralegal

/lap
Enclosures

C-1078030v1 14574.00021

**LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP
STATEMENT OF CHANGE OF REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of section 620.1115, Florida Statutes, the undersigned limited partnership or limited liability limited partnership submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. CapitalSouth Partners Fund III, L.P.

Name of Limited Partnership or Limited Liability Limited Partnership

2. March 14, 2007

Date of filing/registration in Florida

3. H07000000079

Florida document number

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

National Corporate Research, Ltd., Inc.

Name

515 East Park Avenue

Address

Tallahassee, FL 32301

City, State and Zip

5. The name and Florida street address of the new registered agent and/or office:

David H. Reed

Name

1414 W. Swann Ave., Suite 100

Florida street address (P.O. Box not acceptable)

Tampa,

FL 33606

City, State and Zip

6. Such change(s) is/are effective when filed by the Florida Department of State.

By: CapitalSouth Partners P-III, LLC, as General Partner

By: Joseph B. Alala, III, Manager


Signature of General Partner

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.


Signature of Registered Agent

Filing Fee: \$35.00

Certified Copy (optional): \$52.50

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