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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Charge

G. Gouletto MAR 27 2008

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

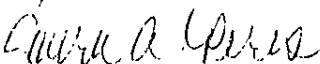
To Whom It May Concern:

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

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of North Carolina in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: CapitalSouth Corporation
2. The principal office address: 1011 E. Morehead St., Suite 150
Charlotte, NC 28204
3. The mailing address (if different): _____
4. Date of incorporation/qualification: March 13, 2007 Document number: F07000001410
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

National Corporate Research, Ltd., Inc.

515 East Park Avenue

Tallahassee, FL 32301

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

David H. Reed

1414 W. Swann Ave., Suite 100

(P.O. Box NOT acceptable)

Tampa, FL 33606

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Joseph B. Alala, III, President

(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

3/13/08
(Date)

If signing on behalf of an entity:

David H. Reed
(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)

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