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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
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TALLAHASSEE, FLORIDA

# GEORGE V. MATLOCK

LAW OFFICES

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April 14, 2004

## *Via Hand Delivery*

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Construction Management Partners, Inc  
Bay Partners, LLC

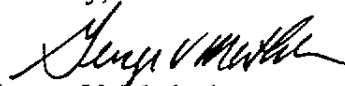
Gentlemen:

Bay Partner, LLC and Construction Management Partners, Inc. have each agreed to switch names. Bay Partners, LLC shall change its name to Construction Management Partners, LLC and Construction Management Partners, Inc. shall change its name to Bay Partners, Inc.

I have enclosed originals and one copy of Articles of Amendment to the Articles of Incorporation and Articles of Organization of the respective companies effecting the name change, along a copy of the consent and assignment with respect to the use of the each name by the companies. I have also enclosed a check in the amount of \$60.00, representing the filing fees for both amendments, and a self-addressed, stamped envelope for return of stamped copies of the amendments.

Feel free to call me if you have any questions.

Sincerely,

  
George V. Matlock

Enclosures

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REGISTRATION SECTION  
STATE

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF ORGANIZATION

Pursuant to the provisions of FSA § 608.411, this Limited Liability Company (the "Company") adopts the following articles of amendment to its articles of organization:

1. The name of the Company before amendment:

Bay Partners, LLC

2. The name of the Company after amendment:

Construction Management Partners, LLC

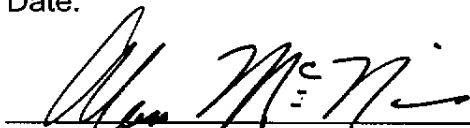
3. The date of adoption of each amendment was:

March 24, 2004

4. The amendment was approved by the members.

5. These amendments will be effective upon filing.

Date:



Alan McNair, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CONSENT AND ASSIGNMENT

This Agreement is dated this 24 day of March, 2004, by and between Bay Partners, LLC, a Florida Limited Liability Company (hereinafter referred to as "LLC") and Construction Management Partners, Inc., a Florida Corporation (hereinafter referred to as "Corp").

### RECITALS

- A. LLC and Corp are newly-licensed Florida entities which have not commenced business in Florida
- B. LLC desires to acquire and use the name of Corp and Corp desires to acquire and use the name of LLC.

### AGREEMENT

Now therefore, in consideration of the mutual premises contained herein, and for other good and valuable consideration, receipt whereof being hereby acknowledged, it is agreed as follows:

- 1. LLC hereby assigns to Corp, and consents and agrees to the exclusive use by Corp, of the name "Bay Partners, Inc."
- 2. Corp hereby assigns to LLC, and consents and agrees to the exclusive use by LLC, of the name "Construction Management Partners, LLC."
- 3. Each party agrees that it will immediately take such steps as to amend its articles of incorporation or organization to change its name as provided above.

In Witness Whereof, the undersigned have executed this Consent and Assignment effective the date and year first written above.

Bay Partners, LLC

By: Alan McNair

Its Managing Member

Construction Management Partners, Inc.

By: Alan McNair

Its Director

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