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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
BAY TO BAY CAPITAL PARTNERS, LLC**

Bay to Bay Capital Partners, LLC (the "Company"), a company organized and existing under the Florida Limited Liability Company Act (the "Act"), does hereby certify:

I. The Company, pursuant to the provisions of Section 608.411 of the Act, hereby adopts these Amended and Restated Articles of Organization which accurately restate and integrate the Amended and Restated Articles of Organization filed on June 7, 2005 and all amendments thereto that are in effect to date as permitted by Section 608.411 of the Florida Statutes.

II. Each amendment made by these Amended and Restated Articles of Organization (the "Restated Articles") has been effected in conformity with the provisions of the Act, and the Restated Articles and each amendment thereto were duly approved and adopted by written consent of the members dated March 20, 2006. The Restated Articles have been duly executed and filed in accordance with Section 608.411 of the Act.

III. The original Articles of Organization and all amendments and supplements thereto are hereby superseded by the Restated Articles which are as follows:

1. Name. The name of the Company is Bay to Bay Capital Partners, LLC (the "Company").

2. Address. The street and mailing address of the principal office of the Company is 3000 Gulf to Bay Blvd., Suite 300, Clearwater, Florida 33759.

3. Registered Agent; Registered Office. The registered agent of the Company is Cyril E. Pogue, III and the registered office is 3000 Gulf to Bay Blvd., Suite 300, Clearwater, Florida 33759.

IN WITNESS WHEREOF, the undersigned President of the Company, has executed these Amended and Restated Articles of Organization this 20<sup>th</sup> day of March, 2006.

Bay to Bay Capital Partners, LLC

By: \_\_\_\_\_

Cyril E. Pogue, III, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Bay to Bay Capital Partners, LLC.
2. The name and the Florida street address of the registered agent are:

Cyril E. Pogue, III  
3000 Gulf to Bay Blvd.  
Suite 300  
Clearwater, Florida 33759

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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

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