

NorthOcean Capital Partners LLC

PO Box 491

Niantic, CT 06357

May 23, 2013

Florida Department of State:

Please amend our Articles of Organization for our Florida LLC per the enclosed form.

- Entity name change from Northwater Capital Partners LLC to NorthOcean Capital Partners LLC
- Add TMV Consulting, LLC as a Managing Member
- Add G.C. Andersen Partners, LLC as a Managing Member

Please email me if you have any questions at Melissa@gobrainstormers.com or my mobile phone 860-885-8548.

Our return address is:

NorthOcean Capital Partners LLC

PO Box 491

Niantic, CT 06357

Thank you,

Melissa Miko

Accountant, NorthOcean Capital Partners LLC

For Chris Ragot



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached are the form and instructions to **amend the Articles of Organization of a Florida Limited Liability Company.**

A limited liability company can amend its articles of organization by filing articles of amendment with the Division of Corporations that meet the requirements of s. 608.411, Florida Statutes, which is printed on the reverse side of this letter.

- Pursuant to s. 608.4081, Florida Statutes, the document must be typed or printed and must be legible.
- Pursuant to s. 608.409(2), Florida Statutes, an effective date may be specified but it must be specific, cannot be prior to the date of filing, and cannot be more than 90 days in the future.
- If you are changing the name of the limited liability company, the new name must be distinguishable on the records of the Florida Department of State.

The new name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC."

A preliminary search for name availability can be made on the Internet through the Division's records at www.sunbiz.org. Preliminary name searches and name reservations are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your name selection.

- If the registered agent is changed by the amendment, the new agent must sign accepting the appointment, and must state that he or she is familiar with and accepts the obligations of the position. Additional sheets may be attached if necessary.
- **The fees are as follows:**

\$25.00	Filing Fee
\$30.00	Certified copy (optional)
\$ 5.00	Certificate of Status (optional)

- Submit one check made payable to the Florida Department of State for the total amount of the filing fee and any certificate or copy. Please include a cover letter containing your daytime telephone number and return address. A letter of acknowledgment will be issued after the amendment has been filed.

Any further inquiries on this matter should be directed to the Registration Section by calling (850) 245-6051, or by writing Division of Corporations, P. O. Box 6327, Tallahassee, FL, 32314.

NOTE: THIS FORM FOR FILING ARTICLES OF AMENDMENT IS BASIC. EACH LIMITED LIABILITY COMPANY IS A SEPARATE ENTITY AND AS SUCH HAS SPECIFIC GOALS, NEEDS, AND REQUIREMENTS. ADDITIONAL SHEETS MAY BE ATTACHED AS REQUIRED.

THE DIVISION OF CORPORATIONS RECOMMENDS THAT ALL DOCUMENTS BE REVIEWED BY YOUR LEGAL COUNSEL. THE DIVISION IS A FILING AGENCY AND AS SUCH DOES NOT RENDER ANY LEGAL, ACCOUNTING, OR TAX ADVICE. THE PROFESSIONAL ADVICE OF YOUR LEGAL COUNSEL TO ASCERTAIN EXACT COMPLIANCE WITH ALL STATUTORY REQUIREMENTS IS STRONGLY RECOMMENDED.

608.411 Amendments to or restatements of articles of organization.--

- (1) The articles of organization of a limited liability company are amended by filing articles of amendment thereto with the Department of State. The articles of amendment shall set forth:
 - (a) The name of the limited liability company.
 - (b) The date of filing of the articles of organization.
 - (c) The amendment to the articles of organization
- (2) Unless otherwise provided in this chapter or in the articles of amendment, the articles of amendment shall be effective when filed with the Department of State.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Northwater Capital Partners LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christian B. Ragot
Name of Person

Northwater Capital Partners LLC
Firm/Company

1245 Isabel Drive
Address

Sanibel, FL 33957
City/State and Zip Code

chrisragot@gmail.com and melissa@gobrainstormers.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chris Ragot at **(312) 316-9520**
Name of Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$25.00 Filing Fee
- \$30.00 Filing Fee & Certificate of Status
- \$55.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$60.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

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

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

FILED

13 MAY 28 PM 2: 53

Northwater Capital Partners LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Name of the Limited Liability Company as it now appears on our records)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 02/04/2013 and assigned Florida document number L13000017361.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

NorthOcean Capital Partners LLC

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, Florida _____

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager
MGRM = Managing Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGRM	TMV Consulting, LLC	2455 Persimmon Drive	<input checked="" type="checkbox"/> Add
		St. Charles, IL 60174	<input type="checkbox"/> Remove
		430 Park Avenue	<input checked="" type="checkbox"/> Add
		Suite 701	<input type="checkbox"/> Remove
		New York, NY 10022	
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

FILED

13 MAY 28 PM 2: 53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated May 23, 2013



Signature of a member or authorized representative of a member

Christian B. Ragot

Typed or printed name of signee

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Filing Fee: \$25.00