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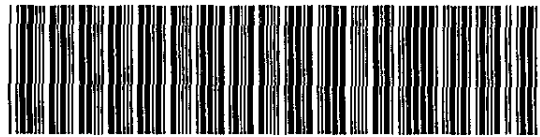
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HIRST®

INVESTMENT MANAGEMENT INC.

July 29, 2005

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

To Whom It May Concern:

Enclosed please find the signed original Resignation of Member, Managing Member or Manager and Transfer of Membership Interest. Also enclosed is the check for the required filing fee. If you have any questions you may contact Melinda Shumaker, COO at 407-805-0800.

Thank you.

Sincerely,

*Sarah Baker*

Sarah Baker  
Hirst Investment Management

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

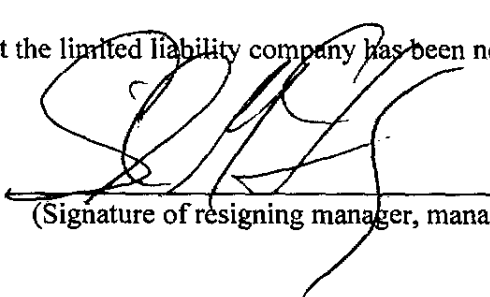
## RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER

I, SHIRA B. MCKINLAY, hereby resign as MEMBER  
(Title)

of HIRST FUND MANAGEMENT, LLC,  
(Limited Liability Company)

a limited liability company organized under the laws of the State of DELAWARE

and affirm that the limited liability company has been notified in writing of the resignation.

  
(Signature of resigning manager, managing member or member)

**FILING FEE IS \$25.00**

Make checks payable to Florida Department of State and mail to:  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HIRST FUND MANAGEMENT, INC.**  
(a Delaware LLC)

**Unanimous Written Consent of Members of Hirst Fund Management LLC**  
**In Lieu of a Meeting**

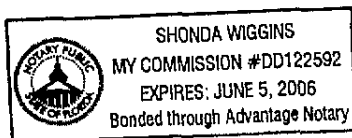
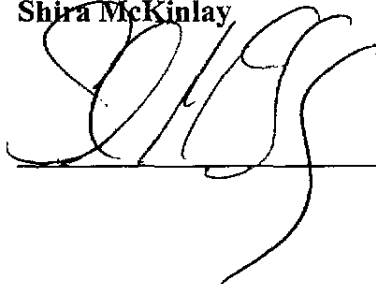
The undersigned, being all of the Members of Hirst Fund Management, LLC, a Delaware LLC (the "Company"), hereby consents to the adoption of the following resolutions without a meeting of Members pursuant to Section 18-302(d) of the Limited Liability Company Act of the State of Delaware:

**Transfer of Membership Interest**

**RESOLVED**, that as of the date hereof, pursuant to Section 2.6 of the Operating Agreement of the Company, Shira McKinlay hereby transfers her entire Membership interest in the Company to Gary T. Hirst.

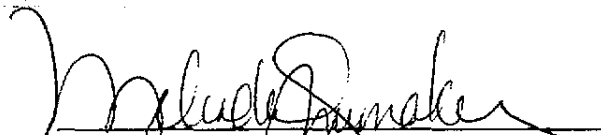
The undersigned, being all of the Members of the Company, have hereby executed and delivered this Written Consent as of January 1, 2004, and hereby waives all notice of a meeting and the holding of any meeting of the Members to act upon said resolutions, and hereby directs that this Consent be inserted in the minute book of the Company.

Shira McKinlay



*Shonda Wiggins*

Hirst Investment Management Inc.



By: Melinda Shumaker  
Its: COO

CERTIFIED TO BE A TRUE COPY OF THE ORIGINAL