

MD7000001467

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAR 27 PM 1:08

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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

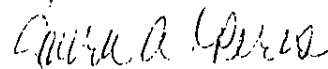
To Whom It May Concern:

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 LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the limited liability company is: CapitalSouth Partners SBIC F-III, LLC

2. The mailing address of the limited liability company is : 1011 E. Morehead St., Suite 150

Charlotte, NC 28204

March 13, 2007

M07000001467

3. Date of filing/registration in Florida

4. Document number

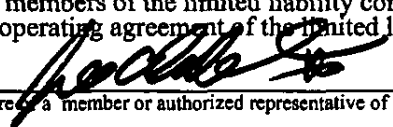
5. The name of the registered agent and the registered office address as shown on the records of the Florida Department of State:

National Corporate Research, Ltd.
Name
515 East Park Avenue
Address
Tallahassee, FL 32301
City, State and Zip

6. The name and address of the new registered agent and/or office:

David H. Reed
Name
1414 W. Swann Ave., Suite 100
Florida street address (P.O. Box NOT acceptable)
Tampa, FL 33606
City, State and Zip

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.


(Signature of a member or authorized representative of a member)

Joseph B. Alala, III, Manager
(Printed or typed name of signee)

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.


(Signature of Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: \$25.00

INHS18 (8/05)

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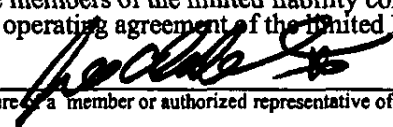
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