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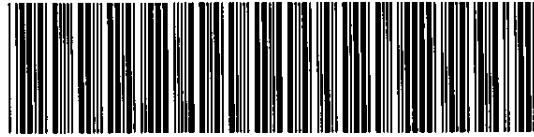
(Business Entity Name)

(Document Number)

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**Akerman Senterfitt**  
ATTORNEYS AT LAW

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106 East College Avenue  
Tallahassee, FL 32301

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October 7, 2008

**VIA HAND DELIVERY**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle West  
Tallahassee, FL 32301


**Re: Florida Capital Group, Inc.**  
**Document Number: P02000125102**

Enclosed are an original and copy of Statement of Change of Registered Office or Registered Agent and Corporate Resolution in connection with the above-referenced Florida corporation.

Please file the original Statement of Change with the Corporate Resolution and stamp the copy "Filed." Enclosed is our firm's check payable to the Florida Department of State in the amount of \$35.00 to cover the filing fee.

If you have any questions please call me at (850) 577-6743. Thank you.

Sincerely yours,

  
Michele L. Rowe  
Real Estate Assistant

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Florida Capital Group, Inc.
2. The principal office address: 10151 Deerwood Park Blvd., Bldg. 100, Suite 410  
Jacksonville, FL 32256
3. The mailing address (if different): \_\_\_\_\_
4. Date of incorporation/qualification: 7/17/06 Document number: P02000125102
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

Douglas G. Stanford  
50 North Laura St., Suite 2600, Bank of America Tower  
Jacksonville, FL 32202

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Bruce Culpepper, Esq.  
106 E. College Avenue, Suite 1200  
(P.O. Box NOT acceptable)  
Tallahassee, FL 32301


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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

\_\_\_\_\_  
(Signature of an officer or director) (Printed or typed name and title)

*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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.*

 10-7-08  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:  
\_\_\_\_\_  
(Typed or Printed Name)

\*\*\* FILING FEE: \$35.00 \*\*\*

**CORPORATE RESOLUTION**

The following Resolution was adopted by the Board of Directors of Florida Capital Group Inc., a Florida corporation (the "Corporation") at duly and properly called meeting of the Board of Directors, following all required notices thereof, upon motion duly made and seconded and adopted by majority of the Directors voting and entitled to vote;

WHEREAS, the current registered agent for the Corporation is Douglas G. Standford;  
and

WHEREAS, it is in the best interest of the Corporation to appoint a new Registered Agent and Registered office; and

WHEREAS, Bruce Culpepper, Esquire of Akerman Senterfitt in Tallahassee, Florida has agreed to serve in such capacity; and

WHEREAS, the Corporation desires to change its Registered Agent from Douglas G. Standford to Bruce Culpepper, Esquire,

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Corporation that the Registered Agent is changed from Douglas G. Standford to Bruce Culpepper, Esquire and that the registered office of the Corporation be changed to 106 E. College Avenue, Suite 1200, Tallahassee, Florida, 32301. Be it further resolved, that the President of the Corporation is authorized to file such documents with the Florida Secretary of State to evidence the action taken in this Resolution.

This 24<sup>th</sup> day of September 2008.



Secretary of the Corporation