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February 26, 2002

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To Whom It May Concern:

We are currently registered to do business in the state of Florida under the name Bay4 Capital, LLC (EIN 59-3559961) and Bay4 Capital Partners, LLC (EIN 59-3727226). This letter serves as consent to register Bay4 Capital Partners, Inc. (EIN 84-1586081) to conduct business in your state, also, despite the similar name. If you have any questions, please contact us at 813-387-4087.

Sincerely,

A handwritten signature in black ink, appearing to read "Chris Sullivan", written over a faint circular stamp.

Christopher R. Sullivan
Secretary

FILED
02 MAR 25 PM 12: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bay4 Capital, LLC
7650 West Courtney Campbell Cswy
Suite 1120
Tampa, FL 33607

Office: 813.387.4087
Fax: 813.387.4022
Website: www.bay4.com

Bay4 Capital, LLC
6300 S. Syracuse Way
Suite 290
Englewood, CO 80111

Office: 303.749.5600
Fax: 720.488.2250
Website: www.bay4.com

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. C3 Capital Corporation
(Name of corporation as it appears on the records of the Department of State)
2. Colorado (Incorporated under laws of) 3. June 6, 2001 (Date authorized to do business in Florida) 10/2/01

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

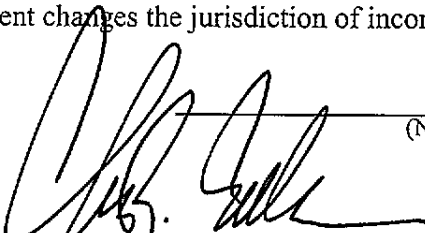
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 11, 2001

5. Bay4 Capital Partners, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



(New jurisdiction)

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Christopher R. Sullivan
(Typed or printed name)

February 18, 2002
(Date)

Secretary
(Title)

FILED
02 MAR 25 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON DECEMBER
11, 2001 CHANGING THE CORPORATE NAME OF

C3 CAPITAL CORPORATION
(COLORADO CORPORATION)

TO

BAY4 CAPITAL PARTNERS, INC.

Dated: February 04, 2002

Donetta Davidson

SECRETARY OF STATE