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2004 APR 21 P 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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04/21/04--01044--005 **125.00

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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Office Use Only

CDCL HOLDINGS LLC

12018 Marblehead Drive
Tampa, Florida 33626
(813) 818-1821
(813) 855-1967

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 16, 2004

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E. GAINES ST.
TALLAHASSEE, FL 32399

850 245 6051

RE: REQUESTED COVER LETTER

PLEASE FIND MY TRANSMITTAL LETTER AND ARTICLES OF ORGANIZATION FOR A LIMITED
LIABILITY COMPANY.

MY NAME AND ADDRESS:

PAUL W. FRALEIGH

12018 MARBLEHEAD DRIVE
TAMPA, FLORIDA, 33626

04/16/04

TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

2004 APR 21 P 3:40

SUBJECT: CDCL HOLDINGS III LLC
(Name of Limited Liability Company)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to the following:

PAUL W. FRALEIGH
(Name of Person)

CDCL HOLDINGS LLC
(Firm/Company)

12018 MARBLEHEAD DRIVE
(Address)

TAMPA, FLORIDA 33626
(City/State and Zip Code)

For further information concerning this matter, please call:

PAUL FRALEIGH at (813) 854 2661
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

CDCL HOLDINGS III LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

12018 MARBLEHEAD DRIVE

TAMPA, FLORIDA 33626

Mailing Address:

12018 MARBLEHEAD DRIVE

TAMPA, FLORIDA 33626

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

PAUL W. FRALEIGH

Name

12018 MARBLEHEAD DRIVE

Florida street address (P.O. Box NOT acceptable)

TAMPA, FLORIDA 33626 - FLORIDA

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating 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, Florida Statutes..


Registered Agent's Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR _____

PAUL W. FRALEIGH

12018 MARBLEHEAD DRIVE

TAMPA, FLORIDA 33626

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

PAUL W. FRALEIGH

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)