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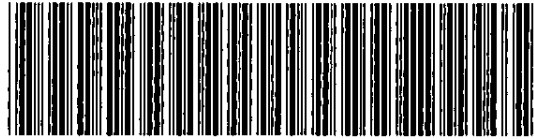
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TALLAHASSEE, FLORIDA

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: CPES II, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

Mark Blanton

(Name of Person)

Alliance Exchange Corp.

(Firm/Company)

8108 Old Hixon Road

(Address)

Tampa, FL 33626

(City/State and Zip Code)

For further information concerning this matter, please call:

Mark Blanton

(Name of Person)

at (**813**) **920-1031**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION

OF

CPES II, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I: NAME

The name of the limited liability company is **CPES II, LLC** (the "Company").

ARTICLE II: ADDRESS

The Company's mailing address and street address of the principal office of the Company is 8108 Old Hixon Road, Tampa, FL 33626

ARTICLE III: DURATION

The period of the Company's duration shall be perpetual, unless terminated in accordance with the Company's regulations.

ARTICLE IV: PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V: REGISTERED OFFICE AND AGENT

The Company designates 8108 Old Hixon Road, Tampa, Florida 33626, as the street address of the initial registered office of the Company and names **Mark E. Blanton**, the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI: ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of all of the Members of the Company.

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ARTICLE VII: MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in the Company will be as provided in the Regulations of the Company.

ARTICLE VIII: MANAGEMENT

The Company will be conducted, carried on, and managed by one manager or more managers and is, therefore, a manager managed company. The initial non-member manager will be:

Alliance Exchange Corp.
8108 Old Hixon Road
Tampa, FL 33626

ARTICLE IX: REGULATIONS

The Power to adopt, alter, amend, or repeal the Regulations of the Company will be vested in the members of the Company.

Dated this 5th day of December 2007.



Mark E. Blanton, Authorized Agent

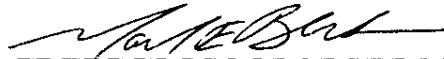
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **CPES II, LLC**.
2. The name and address of the registered agent and office is Mark E. Blanton, 8108 Old Hixon Road, Tampa, Florida 33626

Dated this 5th day of December 2007.



MARK E. BLANTON, Authorized Agent

Having been named to accept service of process for the limited liability company named above, at the place designated in this certificate, I hereby agree to the appointment as registered agent and agree to act in that 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.



MARK E. BLANTON, Registered Agent

Date 12/5/07

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TALLAHASSEE, FLORIDA

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