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TALLAHASSEE, FLORIDA

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10/25/05 BKW
W05-45378

CHARLES H. BALL, P.A.

ATTORNEY AT LAW
1444 FIRST STREET
SARASOTA, FLORIDA 34236
(941) 952-1500
FAX (941) 953-5736

October 20, 2005

Department of State
Division of Corporations
Attn. Bruce W. Kitchens
PO Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
CDL HOLDINGS, INC.
Our File #: 05-0617

Dear Mr. Kitchens:

Thank you for your assistance earlier today. Enclosed please find the revised Articles of Incorporation for CDL HOLDINGS OF SARASOTA, INC. along with a copy of your letter returning the original application to my office for a name revision.

Please forward the original Certificate of Incorporation in the self-addressed and stamped envelope provided. Thank you for your attention to this matter and should you have any questions, please do not hesitate to contact me.

Sincerely,



H. Nikki Himebaugh

Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 3, 2005

CHARLES H. BALL, P.A.
1444 FIRST ST.
SARASOTA, FL 34236

SUBJECT: CDL HOLDINGS, INC.
Ref. Number: W05000045378

We have received your document for CDL HOLDINGS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 505A00059851

ARTICLES OF INCORPORATION

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OF

05 OCT 24 AM 11:17

CDL HOLDINGS OF SARASOTA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be CDL HOLDINGS OF SARASOTA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2473 Twin Drive, Sarasota, Florida 34234.

ARTICLE III NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having the par value of \$1.00. Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscriber of this corporation at any regular or special meeting.

ARTICLE V EXISTENCE

This corporation shall have perpetual existence until dissolved according to law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Glen Gibellina at 2473 Twin Drive, Sarasota, Florida 34234.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Gary M. Gibellina at 2473 Twin Drive, Sarasota, Florida 34234.

ARTICLE VIII DIRECTOR

There shall be one director of the corporation. The name and address of the director are:
Gary M. Gibellina at 2473 Twin Drive, Sarasota, Florida 34234.

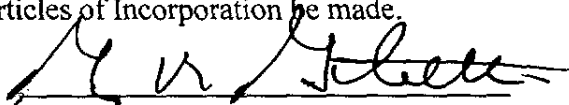
ARTICLE IX SUBSCRIBER

The name and Address of each person signing these Articles of Incorporation as a subscriber is as follows:

Gary M. Gibellina at 2473 Twin Drive, Sarasota, Florida 34234.

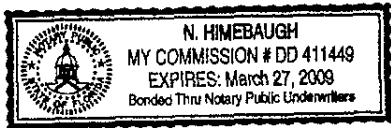
ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscribers, proposed by them to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all the officers and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


Gary M. Gibellina

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 20 day of September, 2005 by Gary M. Gibellina, who is personally known to me or who has produced _____ as identification.



[Signature]
Notary Public
My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

CDL HOLDINGS
FIRST that OF SARASOTA, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2473 Twin Drive, Sarasota, Florida 34234, has named **GLEN GIBELLINA**, located at 2473 Twin Drive, Sarasota, Florida 34234, as its agent to accept service of process within Florida.

Dated: 9/20/05

[Signature]
GARY M. GIBELLINA, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 9/20/05

[Signature]
GLEN GIBELLINA, Registered Agent