

JAN-15-04 THU 10:59 AM

FAX NO.

P. 01/05

Division of Corporations

Page 1 of 1

L04000000 4145

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000009866 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 15 PM 2:29

FILED

LIMITED LIABILITY COMPANY

CED Capital Holdings 2004 I, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

DIVISION OF CORPORATION

04 JAN 15 AM 11:22

RECEIVED

Electronic Filing Menu

Corporate Filing

Public Access Help

1-15-04

JAN-15-04 THU 10:59 AM

FAX NO.

P. 02/05

Florida Dept. of State Electronic Filing
Facsimile Audit No. H04000009866 3

ARTICLES OF ORGANIZATION

OF

CED CAPITAL HOLDINGS 2004 I, L.L.C.

The undersigned, acting as the organizer of CED CAPITAL HOLDINGS 2004 I, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is CED Capital Holdings 2004 I, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 1551 Sandspur Road, Maitland, Florida 32751.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement of the Company.

ARTICLE IV - Management:

The Company is to be managed by Managers, except as provided in the Operating Agreement, and the names and addresses of the initial Managers are:

Name

Address

Jay P. Brock

1551 Sandspur Road
Maitland, Florida 32751

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

04 JAN 15 PM 2:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN-15-04 THU 10:59 AM

FAX NO.

P. 03/05

Florida Dept. of State Electronic Filing
Fees: File No. H040000098663

ARTICLE VI - Adoption of Operating Agreement:

The Company shall adopt an Operating Agreement for the Company, which Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

Unless dissolved in accordance with the Company's Operating Agreement, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

JAN-15-04 THU 11:00 AM

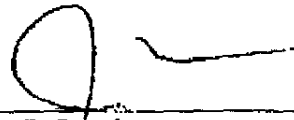
FAX NO.

P. 04/05

Florida Dept. of State Electronic Filing
Facsimile Audit No. H040000098663

IN WITNESS WHEREOF, the undersigned Managers have executed these Articles of Organization as of this 14th day of January, 2004.

MANAGERS:



Jay P. Brock

APPROVED
AND
FILED
04 JAN 15 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Dept. of State Electronic Filing
Facsimile Audit No. H040000098663

JAN-15-04 THU 11:00 AM

FAX NO.

P. 05/05

Florida Dept. of State Electronic Filing
Certificate No. H040000098663

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


PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is **CED CAPITAL HOLDINGS 2004
I, L.L.C.**
2. The name and address of the registered agent and office is:

**B&C Corporate Services of Central Florida, Inc., a Florida corporation
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801**

Having been designated as the Registered Agent for CED Capital Holdings 2004 I, L.L.C.,
the undersigned hereby accepts the designation and agrees to act as the Registered Agent of
said limited liability company, and states that it is familiar with and accepts its statutory
obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

**B&C Corporate Services of Central
Florida, Inc., a Florida corporation**

By: 
Robyn L. Noren, Vice President

Dated this 15th day of January, 2004.

APPROVED
AND
FILED
04 JAN 15 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA