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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CD II Enterprises and Investment Solutions, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
CD II ENTERPRISES AND INVESTMENT SOLUTIONS, LLC**

**ARTICLE I  
Name**

The name of the limited liability company ("Company") is CD II ENTERPRISES AND INVESTMENT SOLUTIONS, LLC.

**ARTICLE II  
Address**

The mailing and street address of the Company's principal office is 7120 49th Place East, Suite 7, Palmetto, Florida 34221.

**ARTICLE III  
Duration**

The period of duration for the Company is perpetual.

**ARTICLE IV  
Registered Agent and Office**

The name of the Company's initial registered agent in Florida is JEFFREY S. GOETHE. The address of the Company's registered office in Florida is Barnes Walker & Lakin, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205-3350

**ARTICLE V  
Management**

A. The Company is to be managed by a Manager who will serve until the first annual meeting of the Members. The initial Manager, who shall serve until the organizational meeting of the Company, is identified as follows:

KELVIN D. FOSTER, whose address is 7120 49th Place East, Suite 7, Palmetto, Florida 34221.

B. The Manager shall have the authority to exercise all powers of the Company and to do all things necessary to carry out its business and affairs described in Florida Statutes Section 608.404, as from time to time amended, including, but not limited to, the power to acquire, mortgage, encumber, sell, lease, convey, and transfer the Company's real and personal property.

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**ARTICLE VI**  
**Continuation of Business**

A majority in interest of the remaining Members of the Company have the right to continue the business on 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 in the Company.


**ARTICLE VII**  
**Amendments**

These Articles may be amended by filing Articles of Amendment with the Florida Department of State signed by the Manager.

**ARTICLE VIII**  
**Commencement**

Pursuant to the provisions of Chapter 608, Florida Statutes, this Company shall begin in existence effective upon filing.

IN WITNESS WHEREOF, the undersigned Member or an authorized representative of a Member has executed these Articles of Organization on this 20 day of February, 2006.

  
\_\_\_\_\_  
KELVIN D. FOSTER,  
Managing Member

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

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, 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 CD II ENTERPRISES AND INVESTMENT SOLUTIONS, LLC.

2. The name and address of the registered agent and office is: JEFFREY S. GOETHE, Esquire, Barnes Walker & Lakin, Chartered, 3119 Manatee Avenue West, Bradenton, Florida 34205-3350.

Having been named as registered agent and to accept service of process for the above-named 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 20, 2006

  
Jeffrey S. Goethe, Registered Agent

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