

Document Number Only

M98000000159

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002433843--3

-02/18/98--01033--005

\*\*\*\*285.00 \*\*\*\*285.00

Cadence Network, LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other LLC

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

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Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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Thank You!!!

dope

2/18

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98 FEB 18 AM 11:21  
DIVISION OF CORPORATION

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED

98 FEB 19 AM 11:30

DIVISION OF CORPORATION

February 18, 1998

CT CORP. SYSTEM

SUBJECT: CADENCE NETWORK, LLC  
Ref. Number: W98000003629

We have received your document for CADENCE NETWORK, LLC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return 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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 198A00009319

FILED  
98 FEB 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Tammi,  
Please Backdate!  
Thank you!  
Okpe - CT*

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Cadence Network LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-1561088  
(FEI number, if applicable)
4. 9/3/97  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 105 East Fourth Street, Suite 250  
Cincinnati, Ohio 45202  
(Street address of principal office)
8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.  
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

SEE ATTACHED SHEET

FILED  
MAR 10 1997  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Filing Fee: \$ 52.50 for Application

(FL. - LLC 3289 - 3/10/97)

**CADENCE NETWORK LLC  
BOARD OF MANAGERS**

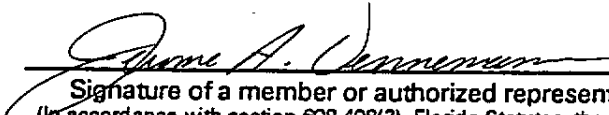
Name	Business Address	Title
Donald B. Ingle	Cinergy-Cadence, Inc. 221 E. Fourth Street Cincinnati, OH 45201 (513) 287-2303	MGR
Madeleine W. Ludlow	Cinergy-Cadence, Inc. 221 E. Fourth Street Cincinnati, OH 45201 (513) 287-2303	MGR
Janice Case	Florida Power Corp. Mangrove Bay Office Center Suite 660 17757 U. S. Hwy. 19 North Clearwater, FL 33757	MGR
James Smallwood	Florida Progress One Progress Plaza St. Petersburg, FL 33701 (813) 824-6699	MGR
David Wilks	New Century Energies Suite 2901 Sixth and Tyler Streets Amarillo, TX 79101 (806) 378-2418	MGR
Richard C. Kelly	New Century Energies Suite 900 1225 17 <sup>th</sup> Street, Plaza Building Denver, CO 80202 (303) 294-8989	MGR

FILED  
98 FEB 19 PM 4:30  
SECRETARY OF STATE  
TAMPA, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Cadence Network LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 3,959,971
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 4,913,210 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 8,873,181 . This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_  
Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jerome A. Vennemann  
Assistant Secretary, Cinergy-Cadence, Inc., Member

FILED  
98 FEB 19 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$ 52.50 for Affidavit**

# SCHEDULE I

<u>Members'</u> <u>Names</u>	<u>Interest</u> <u>Percentage</u>
Cinergy-Cadence, Inc.	33.33%
New Century-Cadence, Inc.	33.33%
Progress Holdings, Inc.	33.33%

## Initial Capital Contribution:

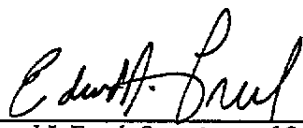
	Cinergy-Cadence, Inc.	New Century- Cadence, Inc.	Progress Holdings, Inc.
Market Research Valued At	\$ 32,287	0	\$ 3,045
Consulting Services Valued At	\$ 347,096	\$ 988,224	\$ 348,439
Pro-Active Business Assets Valued At	\$2,270,456	0	0
Start-Up Costs Valued At	\$ 307,887	\$ 307,887	\$ 307,887
Low Earth Orbit Satellite ("Little Leo")	0	0	\$ 1
PC Energy	\$ 1	0	0
Total Cash	0	\$1,661,616	\$2,298,355
Total Initial Capital Contribution	\$2,957,727	\$2,957,727	\$2,957,727

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CADENCE NETWORK LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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981050894

8910799

02-09-98

**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 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:

Cadence Network, LLC

2. The name and address of the registered agent and office is:

CT Corporation System

(Name)

1200 Smith Pine Island Rd.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324

(City/State/Zip)

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09 FEB 13 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

Connie Bryan

(Signature)

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

2/18/98

(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**