



THE UNITED STATES CORPORATION COMPANY

M98000000033

ACCOUNT NO. : 072100000032

REFERENCE : 667360 5021294

AUTHORIZATION :

COST LIMIT : \$ 2851.00

Patricia Pajito

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 1:23

ORDER DATE : January 13, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 667360-005

CUSTOMER NO: 5021294

500002401395--0

CUSTOMER: Ms. Jill Morrah
Edison Capital
18101 Von Karman Ave
Suite 1700
Irvine, CA 92715-1046

FOREIGN FILINGS

NAME: EDISON HOUSING CANTERBURY LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

BK
1/15/98

RECEIVED
98 JAN 15 AM 11:36
DIVISION OF CORPORATION

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 15 11 23 AM

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. EDISON HOUSING CANTERBURY 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.)

2. California 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. December 24, 1997 5. December 24, 2027
(Date of Organization) (Duration: Year limited liability company will cease to exist
or "perpetual")

6. None - Pending Qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))

7. 18101 Von Karman Avenue, Suite 1700
Irvine, California 92612
(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:
<u>Edison Capital Housing</u> <u>Florida, a California Corp.</u> <u>18101 Von Karman Ave., #1700</u> <u>Irvine, CA 92612</u> <u>Attention: Larry G. Mount</u>	<u>MGRM</u>		

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JAN 15 PM 1:23

The undersigned member or authorized representative of a member of _____

EDISON HOUSING CANTERBURY 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 \$ 10,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . 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
\$ 10,000.00 . This total includes amounts from 2 and 3 above.

Jill S. Morrah

Jill S. Morrah, Legal Admin.

Signature of a member or authorized representative of a member.
(In accordance with section 608.409(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

EDISON HOUSING CANTERBURY LLC

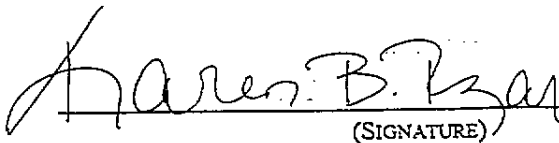
2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY
(NAME)

1201 Hays Street
(P.O. Box NOT ACCEPTABLE)

Tallahassee, FL 32301
(CITY/STATE/ZIP)

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.

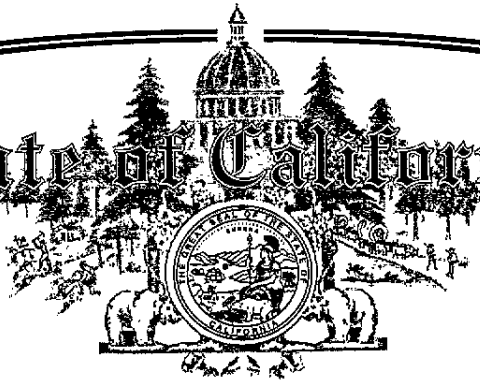

(SIGNATURE)

Karen B. Rozar, As its Agent

01/15/1998
(DATE)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 1:23

State of California



SECRETARY OF STATE CERTIFICATE OF STATUS CALIFORNIA LIMITED LIABILITY COMPANY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 1:23

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 24th day of December, 1997,

EDISON HOUSING CANTERBURY LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
14th day of January, 1998

Bill Jones

BILL JONES
Secretary of State