

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000001318



FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP - 6 AM 11:56

ACCOUNT NO. : 072100000032

REFERENCE : 674905 4134B

AUTHORIZATION :

COST LIMIT : \$ 148.75

Patricia T. Pitt

ORDER DATE : September 6, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 674905

400001578334

CUSTOMER NO: 4134B

CUSTOMER: Ms. Helen Brock Ford
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: CED WAKAHACHIE HOUSING
PARTNERS, LTD.

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

JP
9/11/95

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CED WAXAHACHIE HOUSING PARTNERS, LTD.**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP - 6 AM 11:56

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of CED WAXAHACHIE HOUSING PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be CED WAXAHACHIE HOUSING PARTNERS, LTD.

2. The address of the office where records shall be kept shall be 2200 Lucien Way, Suite 450, Maitland, Florida 32751. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The name and business address of the sole general partner is:

CED Capital Holdings VI, Ltd., a Florida limited partnership

2200 Lucien Way, Suite 450
Maitland, Florida 32751

794000001674

4. The mailing address of the limited partnership is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2046.

This Certificate has been executed by the undersigned this 31 day of August, 1995.

GENERAL PARTNER:

CED CAPITAL HOLDINGS VI, LTD., a
Florida limited partnership

By: CED Construction, Inc., its
Managing General Partner

By: Debra D. Pepper

Print Name: Debra D. Pepper

Title: Vice President

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
19 SEP - 6 AM 11:56

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for CED WAXAHACHE HOUSING PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with its statutory obligations as such.

B&C Corporate Services of Central Florida,
Inc.

By: *Randall M. Allgood*
Randall M. Allgood, its Vice President

Dated this 4 day of September, 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -6 AM 11:56

AFFIDAVIT
OF
CAPITAL CONTRIBUTION

FILED STATE
SECRETARY OF CORPORATIONS
95 SEP -6 AM 11:56
DIVISION OF CORPORATIONS

The undersigned being the sole general partner of CED WAXAHACHIE HOUSING PARTNERS, LTD., and being duly sworn do hereby set forth the following for the purposes of accompanying the filing of the Certificate of Limited Partnership of CED WAXAHACHIE HOUSING PARTNERS, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes.

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are reasonably anticipated at this time.

Dated this 31 day of August, 1995.

GENERAL PARTNER:

CED CAPITAL HOLDINGS VI, LTD., a
Florida limited partnership

By: CED Construction, Inc., its
Managing General Partner

By: *Debra D. Becker*

Print Name: Debra D. Becker

Title: Vice President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of August, 1995, by DONNA D. FORBES, as V. President of CED Construction, Inc., Managing General Partner of CED Capital Holdings VI, Ltd., General Partner of CED Waxahatchie Housing Partners, Ltd. (DONNA D. FORBES IS PERSONALLY KNOWN TO ME)

Richard P. Gramling
Notary Public
My Commission Expires: 7/6/99
Print, type or stamp name CC 478415



RICHARD P. GRAMLING
My Commission CC478415
Expires Jul 06, 1999
Bonded by HAI
800-422-1858

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 SEP -5 AM 11:56

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee
County of State
Department of Administration

1. Name of Partnership

1a. DOCUMENT #
A95000001318

CED WAXAHACHIE HOUSING PARTNERS, LTD. 96-AR

2. Principal Office

2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751

3. Principal Office

2200 LUCIEN WAY SUITE 450
MAITLAND FL 32751

4. Date of Filing

3. Filing Date
FLORIDA 09/06/1995

3a. Filing Date

4. Filing Date

FL

5a. Filing Fee

\$50.00

5b. Filing Fee

6. Filing Fee

7. Filing Fee

7. CERTIFICATE OF STATUS REQUIRED
\$38.75 Additional Fee required
for a Certificate of Status

8. FEES: 1. Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5d of 5b Blank, with a minimum filing fee of \$12.50 and a maximum of \$437.50.
2. Supplemental Fee. \$138.75 (pursuant to section 607.193, F.S.)
THE ABOVE FEES SHALL BE PAID TO THE FLORIDA DEPARTMENT OF STATE, 1000 BANKERS BUILDING, SUITE 1000, TALLAHASSEE, FLORIDA 32304.
If a person ordered to pay a fee for late filing or for a fee for a late filing, the person shall pay the fee for late filing with a copy of the filing fee for the late filing.

9. Name and Address of Current Registered Agent

B&C CORPORATE SERVICES OF CENT. FL., INC.
390 NORTH ORANGE AVENUE, SUITE 1100
MAITLAND FL 32751

10. Filing Fee

Name

Agent Address (City, State, Zip Code)

8000001753058

03/21/96-01034-010

Filing Date

***191.25 ***191.25

City

FL

Zip Code

10a. I, the undersigned, do hereby certify that the above named limited partnership is organized and operated under the laws of the State of Florida and that the undersigned is a general partner of the partnership and is duly qualified to act as such.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partnership

CED CAPITAL HOLDINGS VI, LTD

11a. Address of Limited General Partner

2200 LUCIEN WAY, SUIT

11b. City, State, Zip Code

MAITLAND FL 32751

11c. Registration Number

A94000001674

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, do hereby certify that the above named limited partnership is organized and operated under the laws of the State of Florida and that the undersigned is a general partner of the partnership and is duly qualified to act as such.

BY: CED CAPITAL HOLDINGS VI, LTD
BY: CED CONSTRUCTION, INC.

BY:

ALAN H. GINSBURG, PRESIDENT

FEBRUARY 26/1996

(407) 660-1110

0000093