1201 HAVS STREET 800-142-8086 TATTAHASSIT TU 12401/2607

REFERENCE : 026665 4381472

AUTHORIZATION :

COST LIMIT: 1 13-16

ORDER DATE : July 22, 1996 145 8

ORDER TIME: 9:31 AM

ORDER NO. : 026665

CUSTOMER NO: 4381472

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CUSTOMER: Ms. Laurie Bergstresser

BROAD AND CASSEL

390 N. Orange Avenue Suite 1100

Orlando, FL 32801

DOMESTIC FILING

NAME:

CED WICHITA FALLS HOUSING

PARTNERS, LTD.

EFFECTIVE DATE:

_ ARTICLES OF INCORPORATION XX __ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ CERTIFIED COPY

PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

CERTIFICATE OF LIMITED PARTNERSHIP

or

CED WICHITA FALLS HOUSING PARTNERS, LTD.

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

- 1. The name of the Partnership shall be CED WICHITA FALLS 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

- 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 day of ______, 1996.

GENERAL PARTNER:

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

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

Donna D. Pepper,
Vice President

CORP/02141/0046/RMALLB07/11B 960711 9/54am

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent to: CED WICHITA FALLS 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:

Randal M. Alligood, Ital
Vice President

Dated this 19th day of July , 1996.

AFFIDAVIT

Oli

CAPITAL CONTRIBUTION

The undersigned being the sole general partner of CED WICHITA FALLS HOUSING PARTNERS, LTD., and being duly sworn does hereby set forth the following for the purposes of accompanying the filing of the Certificate of Limited Partnership of CED WICHITA FALLS 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 partner as of the date hereof is \$50.00 and no further capital contributions from the limited partner are reasonably anticipated at this time.

Dated this 18th day of July , 1996.

GENERAL PARTNER:

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

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

By: Johns S. Rygn Donna D. Pepper, Vice President

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this day of the president of the president of CED Construction, Inc., Managing General Partner of CED Capital Holdings VI, Ltd.

ANDA I. HUNTLEY
1 comm Exp. 11/28/99
10 Bonded By Service Ins.
No CC512382

Notary Public
My Commission Expires:
Print, type or stamp name