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From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 425-8377

FLORIDA LIMITED PARTNERSHIP

CED CAPITAL HOLDINGS III B, LTD.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 1999

BROAD AND CASSEL

SUBJECT: CED CAPITAL HOLDINGS III B, LTD.
REF: W99000026038

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CED CAPITAL HOLDINGS III B, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of CED CAPITAL HOLDINGS III B, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be CED CAPITAL HOLDINGS III B, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial 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 initial business address of the General Partner is:

CED CAPITAL HOLDINGS III, L.L.C., an Iowa limited liability company
1551 Sandspur Road
Maitland, Florida 32751

1099-1797

4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2049.

This Certificate has been executed by the undersigned as of the 10th day of November, 1999.

GENERAL PARTNER:

CED CAPITAL HOLDINGS III, L.L.C., an
Iowa limited liability company

By: CED CAPITAL HOLDINGS, L.L.C., an
Iowa limited liability company, sole member

By: CED HOLDINGS, L.P., an Iowa
limited partnership, sole member

By: MAXX HOUSING, INC.,
an Iowa corporation, general partner

By: *Gene Harris*
Gene Harris, President

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Attorney Name: Douglas E. Starker, P.A.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32831
Telephone (407) 839-4200
Florida Bar No.: 0818641

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P. 04/05

No. 1927 P. 6/7

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for CED CAPITAL HOLDINGS III B, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC., a Florida corporation**

By: *Janice C. Myers*
Janice C. Myers
Vice President

Dated this 10th day of November, 1999.

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P. 05/05

No. 1927 P. 7/7

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of CED CAPITAL HOLDINGS III B, LTD. and being duly sworn, does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of CED CAPITAL HOLDINGS III B, 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 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

CED CAPITAL HOLDINGS III, L.L.C., an Iowa
limited liability company

By: CED CAPITAL HOLDINGS, L.L.C., an
Iowa limited liability company, sole member

By: CED HOLDINGS, L.P., an Iowa
limited partnership, sole member

By: MAXX HOUSING, INC.,
an Iowa corporation, general partner

By: [Signature]
Name: Gene Harris
Title: President

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TALLAHASSEE, FLORIDA

Dated this ____ day of _____, 1999.

STATE OF ~~FLORIDA~~ Missouri
COUNTY OF ~~ORANGE~~ Jackson

The foregoing instrument was acknowledged before me this 10th day of November, 1999, by Gene Harris, as President of Maxx Housing, Inc., an Iowa corporation. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

[Signature]
(Signature of Notary Public)

LORI A. GREGORY
(Typed name of Notary Public)

Notary Public, State of Missouri

Commission No. _____

My commission expires: _____

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