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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

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**To:**

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**From:**

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

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**FLORIDA LIMITED PARTNERSHIP**

**CED CAPITAL HOLDINGS II B, LTD.**

Certificate of Status	1
Certified Copy	1
Page Count	03 05
Estimated Charge	\$148.75

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## Electronic Filing Menu

## Corporate Filing

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 15, 1999

BROAD AND CASSEL

SUBJECT: CED CAPITAL HOLDING II B, LTD.  
REF: W99000026039

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
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LEWIS RICE & FINGERSH LC

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Florida Dept. of State Electronic Filing

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

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of CED CAPITAL HOLDINGS II 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 II 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 II, L.L.C., an Iowa limited liability company  
1551 Sandspur Road  
Maitland, Florida 32751

1199-1798

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 II, 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

Attorney Name: Douglas E. Starcher, P.A.  
Broad and Cassel - Attorneys at Law  
390 North Orange Avenue, Suite 1100  
Orlando, Florida 32801  
Telephone (407) 839-4200  
Florida Bar No.: 0818641

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**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for CED CAPITAL HOLDINGS II 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 and accepts 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 10<sup>th</sup> day of November, 1999.

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of CED CAPITAL HOLDINGS IIB, 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 II 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 II, 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

Dated this 10th day of November, 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.

Lori A. Gregory  
(Signature of Notary Public)

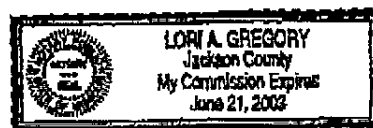
Lori A. Gregory  
(Typed name of Notary Public)

Notary Public, State of Missouri  
Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_

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