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Tallahassee, FL 32310 222-1092

City State Zip Phone

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-07/07/98--01080--008  
\*\*\*1785.00 \*\*\*1785.00

CORPORATION(S) NAME

Cedar Income Fund Partnership, L.P.

- ( ) Profit  
( ) NonProfit  
( ) Foreign  
( ) Limited Partnership  
( ) Reinstatement  
( ) Fictitious Name  
( ) Certified Copy  
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Florida Department of State, Sandra B. Mortham, Secretary of State  
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

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1. Cedar Income Fund Partnership, L.P.  
(Name of limited partnership as it is in the home state)
2. Cedar Income Fund Limited Partnership, L.P.  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. June 12, 1998  
(State of Formation) (Date of Formation)
5. C T CORPORATION SYSTEM  
(Name of Registered Agent for Service of Process)
6. 1200 South Pine Island Road  
(Street Address of Registered Office)
- Plantation, Florida 33324  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

C T CORPORATION SYSTEM

Patrick A. Nolan  
(Officer must sign on this line) **Assistant Secretary**

8. 44 South Bayles Avenue, Port Washington, NY 11050  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAME OF GENERAL PARTNERS STREET ADDRESS
- Cedar Income Fund, Ltd. 44 South Bayles Avenue  
Port Washington, NY 11050

10. 44 South Bayles Avenue, Port Washington, NY 11050  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 44 South Bayles Avenue, Port Washington, NY 11050

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 22<sup>ND</sup> day of JUNE, 19 98.



General Partner

Cedar Income Fund, Ltd., by: Brenda J. Walker, Vice President

STATE OF New York

COUNTY OF Nassau

On this 22 day of June, 19 98,

See 1 in Addendum personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_



(Notary Public Signature)

MARYLOUISE BEACH  
NOTARY PUBLIC, State of New York  
No. 01BE5034805  
Qualified in Nassau County  
Commission Expires 10/17/98

(Notary's Printed Name)

Seal

My Commission Expires:

10/17/98

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## Addendum

1. Brenda J. Walker, Vice President of Cedar Income Fund, Ltd.

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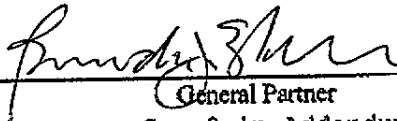
# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned, personally appeared See 1 in Addendum,  
a general partner of Cedar Income Fund Partnership, L.P., a(an) Delaware  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 9,579,375.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,352,781.25.

*Under the penalties of perjury, I being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

This 24<sup>TH</sup> day of JUNE, 19 98.

  
General Partner

See 2 in Addendum

STATE OF NEW YORK  
COUNTY OF SULLIVAN

On this 24<sup>TH</sup> day of JUNE, 19 98,

See 3 in Addendum personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

JOANNE WASSERMAN  
(Notary's Printed Name)

Seal Reg. # 01WA4714362 My Commission Expires: 4/30/98

STATE OF NEW YORK \* DEPARTMENT OF STATE  
NOTARY PUBLIC IDENTIFICATION CARD

County **SULL** Registration No. **01WA4714362**  
Valid from **11/30/96** to **11/30/98**

**WASSERMAN JOANNE**

This is to certify that the bearer is a duly sworn and commissioned  
Notary Public for the term shown as a constitutional officer of the  
State of New York.

**G COOKE**  
County Clerk

**A F TREADWELL**  
Secretary of State

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## Addendum

1. Brenda J. Walker, Vice President of Cedar Income Fund, Ltd.
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