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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

CED Capital Holdings XIV D, L.L.C.

mtw
9/28

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$346.25

This LLC will be the general partner of a Limited Partnership that will be electronically filed simultaneously.

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ARTICLES OF ORGANIZATION**OF****CED CAPITAL HOLDINGS XIV D, L.L.C.**

The undersigned, acting as the organizer of CED CAPITAL HOLDINGS XIV D, L.L.C. under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE I - Name:

The name of the limited liability company is CED Capital Holdings XIV D, L.L.C. (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 1551 Sandspur Road, Maitland, Florida 32751.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual, unless dissolved in accordance with the terms of the Regulations of the Company.

ARTICLE IV - Management:

The Company is to be managed by Managers and the name and address of the initial Manager is:

<u>Name</u>	<u>Address</u>
Jay P. Brock	1551 Sandspur Road Maitland, Florida 32751

ARTICLE V - Admission of Additional Members:

The Company shall admit new Members only upon the unanimous written consent of all the then existing Members of the Company.

Attorney Name: Randal M. Allgood, P.A.
Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 833-4200
Florida Bar No.: 459445

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ARTICLE VI - Adoption of Regulations:

The Company shall adopt Regulations for the Company, which Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Fla. Stat.

ARTICLE VII - Initial Registered Agent and Office:

The initial registered agent for the Company shall be B&C Corporate Services of Central Florida, Inc., a Florida corporation, and the street address of the Company's initial registered office is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32751.

ARTICLE VIII - Amendments:

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

ARTICLE IX - Indemnification:

Each individual or entity who is or was a Manager or Member of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager or Member of the Company ("Indemnitee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnitee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnitee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Organization or Regulations of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a member or officer existing at the time of such repeal or amendment.

ARTICLE X - Continuation of Business:

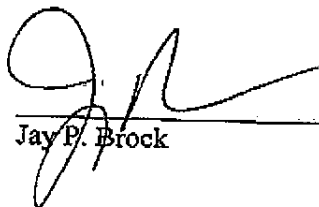
Unless dissolved in accordance with the Company's Regulations, the remaining Members shall continue the business of the Company, which shall not be dissolved, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member.

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IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of
Organization as of this 27th day of September, 1999.

Manager:


Jay P. Brock

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Facsimile Audit No. H99000241512**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned Manager of CED Capital Holdings XIV D, L.L.C. deposes and says:

1. The total amount of cash contributed by the members is \$50.00.
2. The agreed value of property other than cash contributed by the members is \$0.
2. The total amount of cash or property anticipated to be contributed by the members is \$50.00. This total includes amounts from paragraphs 1 and 2 above.

CED CAPITAL HOLDINGS XIV D, L.L.C.

By: Jay P. Brock, Manager

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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of September, 1999, by Jay P. Brock, Manager of CED Capital Holdings XIV D, L.L.C., who is personally known to me and who did not take an oath.

Peggy A. Baker
(Signature of Notary Public)Peggy A Baker
My Commission CC893978
Expires November 25, 2000(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. _____
My commission expires: _____

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Facsimile Audit No. 199000241812**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is CED CAPITAL HOLDINGS XIV D, L.L.C.
2. The name and address of the registered agent and office is:

B&C Corporate Services of Central Florida, Inc.
a Florida corporation
390 N. Orange Avenue, Suite 1100
Orlando, Florida 32801

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**B&C Corporate Services of Central
Florida, Inc., a Florida corporation**

By: 
Douglas E. Starcher, Vice President

Dated this 27th day of September, 1999.

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