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REFERENCE

AUTHORIZATION

COST LIMIT

ORDER DATE : July 21, 1999

ORDER TIME :

3:53 PM

ORDER NO. : 314238-005

CUSTOMER NO:

4381472

300002938093-

CUSTOMER: Ms. Laurie Bergstresser

Broad And Cassel

Suite 1100

390 North Orange Avenue Orlando, FL 32801

#### FOREIGN FILINGS

NAME: CED WAREHOUSE GROUP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

\_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 22, 1999

**CSC** 

RESUBMIT

SUBJECT: CED WAREHOUSE GROUP, L.L.C. Please give original Ref. Number: W99000016859 submission date as file date.

We have received your document for CED WAREHOUSE GROUP, L.L.C. and the authorization to debit your account in the amount of \$346.25. However, the document has not been filed and is being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

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) 487-6043.

Shawn Logan Document Specialist

Letter Number: 599A00037478

## APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

Name of foreign limited liability company mo contained in the name at present.)	iust eila wiat ale i	words minied company of their a	poleviation E.C. II
Iowa	3.	APPLIED FOR	
urisdiction under the law of which foreign I mpany is organized)	imited liability	(FEI number, if a	pplicable)
06/21/99	5_	Perpetual	
(Date of Organization)	_	(Duration: Year limited liability c exist or "perpetual")	ompany will cease to
Upon filing Application by Fore	eign Limited	Liability Company to Tran	nsact Business
(Date first transacted business	in Florida. (See s	ections 608.501, 608.502, and 817.	.155, F.S.)
699 Walnut, Suite 1700, Des Mo	oines. Towa 5		
355 Naziret, Darret 1,700, 208 IX	orned, rowa o	307 3743	· · · · · · · · · · · · · · · · · · ·
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		1 1 000	
	Street address of post-	•	ger[MGR]who
st name, title, and business address o Il manage the foreign limited liabilit	of each managir y company in F	ng member[MGRM] or mana Florida: (attach additional pag	e if necessary)
st name, title, and business address of limited liability  NAME & ADDRESS:	of each managir	ng member[MGRM] or mana	
st name, title, and business address of ll manage the foreign limited liability  NAME & ADDRESS:  CED Holdings, L.P., an	of each managir y company in F TITLE:	ng member[MGRM] or mana Florida: (attach additional pag	e if necessary)
st name, title, and business address of the foreign limited liability.  NAME & ADDRESS:  CED Holdings, L.P., an Iowa limited partnership	of each managir y company in F TITLE:	ng member[MGRM] or mana Florida: (attach additional pag	e if necessary)
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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

FLORIDA.	
1. The name of the Limited Liability Company is:	
CED Warehouse Group, L.L.C.	
2. The name and the Florida street address of the registered agent and office are:	

	(Name)	,		
			VIJVI VIJVI	) -
390 N. Orange Ave			—— (BII) F	÷ —
Florida street	address (P.O. Box NO	T ACCEPTABLE)	1885 174 174	<u> </u>
A 1 1		20001		
Orlando	FL	32801	—— <u>-</u> ≝≌ o	o -
	City/State/Zip			-

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.

R-MM. M. J., V.P
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

# AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned i	nember or authorized	d representative	of a member of	
CED Warehouse	Group, L.L.C.	- · -	certifies:	
1) the above name	ed limited liability con	mpany has at lea	ast two members;	
2) the total amoun	t of cash contributed	by the member(	s) is	\$ <u>1,000</u>
(A description of	ed value of property of of the property is attac	other than cash o	contributed by membe part hereto.)	er(s) is \$
by member(s) is	t of cash and property  des amounts from 2 a		d anticipated to be co	ntributed \$_1,000
By: Si	MAXX Housing, I gnature of a member in accordance with section	er or an author	ed partnership, Mencorporation, Generalized representative of ida Statutes, the execution penalties of penjury that t	of a member.
Name:	Gene_Harris	Title: Typed or printed	President I name oßignee	FILED 99 JUL 21 MM 8: 2 SEGNATION OF STATE TALLAHASSEE, FLORIT

Filing Fee: \$250.00 for Application and Affidavit



No. 00103209 Date: 06/23/1999

### 490DLC-0002 SED CIRIL TEARY OF STATE

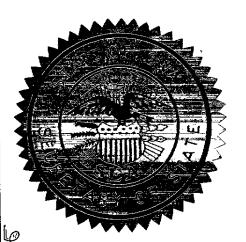
AMERUS PROPERTIES INC LINDA ANDREINI 699 WALNUT STE 1700 DES MOINES, IA 50309

#### CERTIFICATE OF EXISTENCE

Name: CED WAREHOUSE GROUP, L.L.C.

Begin date: 19990621 Expiration: PERPETUAL

I, CHESTER J. CULVER, secretary of state of the state of Iowa, custodian of the records of limited liability companies, certify that the limited liability company named on this certificate was duly organized under the laws of Iowa on the date printed above, that all fees required by the Iowa Limited Liability Company Act have been paid, and that articles of dissolution have not been filed.



CHESTER J. CULVER SECRET

SECRETARY OF STA

Printed on Recycled Pape