



M 99 00000 1144

ACCOUNT NO. : 072100000032

REFERENCE : 314238 4381472

AUTHORIZATION : Patricia Pijoto

COST LIMIT : \$ ~~87.50~~ 346.25

ORDER DATE : July 21, 1999

ORDER TIME : 3:53 PM

ORDER NO. : 314238-005

CUSTOMER NO: 4381472

300002938098--5

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:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

FILED
 99 JUL 21 AM 8:22
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 99 JUL 21 PM 4:44
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

11050
 1001
 7-26-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

CSC

RESUBMIT

SUBJECT: CED WAREHOUSE GROUP, L.L.C.
Ref. Number: W99000016859

Please give original
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

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
JUL 23 1999

99 JUL 21 AM 8:22 PM 2:28

FILED RECEIVED

**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.

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:

B&C Corporate Services of Central Florida, Inc.

(Name)

390 N. Orange Avenue, Suite 1100

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando

FL

32801

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 21 AM 8:22

FILED

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. M. Agt, V.P.

(Signature)

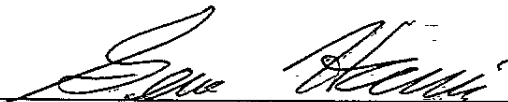
Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
CED Warehouse Group, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 1,000.
(This total includes amounts from 2 and 3 above.)

CED Holdings, L.P., an Iowa limited partnership, Member
By: MAXX Housing, Inc., an Iowa corporation, General Partner

By: 
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Name: Gene Harris Title: President
Typed or printed name of signee

FILED
99 JUL 21 AM 8:22
CLERK OF COURT
TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

IOWA

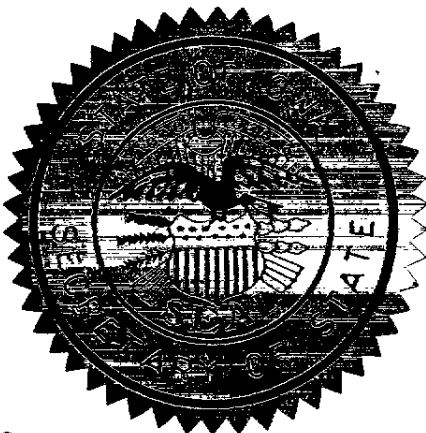
No. 00103209
Date: 06/23/1999

490DLC-0002 **SECRETARY 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 SECRETARY OF STATE

