



M99000001170

ACCOUNT NO. : 072100000032

REFERENCE : 314519 4381472

AUTHORIZATION :

COST LIMIT : \$ 346.25

Patricia Pjyt

ORDER DATE : July 21, 1999

ORDER TIME : 3:10 PM

ORDER NO. : 314519-070

CUSTOMER NO: 4381472

200002938062--1

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FOREIGN FILINGS

NAME: CED CAPITAL HOLDINGS VIII, 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: Janna Wilson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 21 AM 8:26

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 21 PM 3:54

RECEIVED

52 728-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 22, 1999

CSC

SUBJECT: CED CAPITAL HOLDINGS VIII, L.L.C.
Ref. Number: W99000016855

We have received your document for CED CAPITAL HOLDINGS VIII, 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: 999A00037436

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99 JUL 27 PM 3:56

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 21 AM 8:26

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**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:

1. CED Capital Holdings VIII, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Iowa
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. 06/21/99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of Application by Foreign Limited Liability Company to Transact Business
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1551 Sandspur Road, Maitland, Florida 32751

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>CED Capital Holdings, L.L.C. 1551 Sandspur Road Maitland, FL 32751</u>	<u>MGRM</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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 99 JUL 21 AM 8:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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.)

AM

**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 Capital Holdings VIII, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

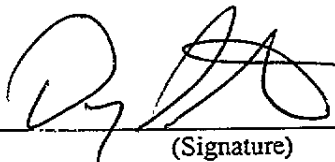
B&C Corporate Services of Central Florida, Inc.
(Name)

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: 27
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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.

 Vice President
(Signature)

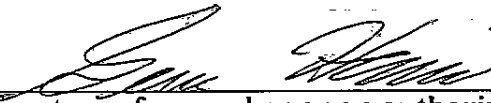
Filing Fee: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of _____
CED Capital Holdings VIII, 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 \$ 5,996;
- 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 \$ 5,996
(This total includes amounts from 2 and 3 above.)

CED Capital Holdings, L.L.C., an Iowa limited liability company, Member
By: 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: 27
CLERK OF STATE
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 CAPITAL HOLDINGS VIII, 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

