



THE UNITED STATES  
CORPORATION  
COMPANY

199 000000 1312

ACCOUNT NO. : 072100000032

REFERENCE : 314519 4381472

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 346.25

ORDER DATE : July 21, 1999

ORDER TIME : 3:13 PM

ORDER NO. : 314519-095

CUSTOMER NO: 4381472

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

FOREIGN FILINGS

NAME: CED CAPITAL HOLDINGS XI, LLC.

XXXX QUALIFICATION (TYPE: CO)

950852938056-9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Janna Wilson

FILED  
99 JUL 21 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JUL 21 PM 3:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

54-20-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 22, 1999

CSC

SUBJECT: CED CAPITAL HOLDINGS XI, L.L.C.  
Ref. Number: W99000016851

We have received your document for CED CAPITAL HOLDINGS XI, 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".

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days of 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: 899A00037435

**RESUBMIT**

Please give original  
submission date as file date.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

99 JUL 21 PM 2:52

FILED

99 AUG 20 PM 12:01

RECEIVED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

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

1. CED Capital Holdings XI, 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,</u>	<u>MGRM</u>		
<u>L.L.C.</u>			
<u>1551 Sandspur Road</u>			
<u>Maitland, FL 32751</u>			

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

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.)

A125

**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 X, 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

38201

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.*

, Vice President  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

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TALLAHASSEE, FLORIDA

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
CED Capital Holdings XI, 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 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

Filing Fee: \$250.00 for Application and Affidavit

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99 JUL 21 PM 2:53  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

# IOWA

No. 00122003  
Date: 08/06/1999

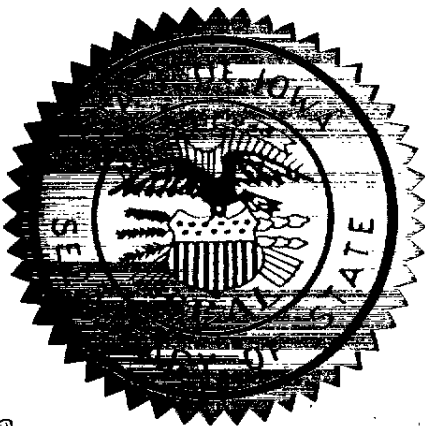
## SECRETARY OF STATE

490DLC-000229650  
SEARCH NETWORK, LTD  
ATTN:MISSY  
2 CORP PL STE 210 1501 42ND ST  
WEST DES MOINES, IA 50266

### CERTIFICATE OF EXISTENCE

Name: CED CAPITAL HOLDINGS XI, 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*  
CHESTER J. CULVER SECRETARY OF STATE



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