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From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
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FOREIGN LIMITED LIABILITY COMPANY

CED CAPITAL HOLDINGS II, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 15, 1999

BROAD AND CASSEL

SUBJECT: CED CAPITAL HOLDINGS II, L.L.C.
REF: W99000026221

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re fax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit information be sure to leave the signature of the member.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

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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 II, 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 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 06/21/99 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(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:
CED Capital Holdings, L.L.C.	MGRM		
1551 Sandspur Road			
Maitland, Florida 32751			

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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.)

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Facsimile Audit No. 4990000289662**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 II, 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 No. Orange Avenue, Suite 1100

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

Orlando,

FL

38201

City/State/Zip

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TALLAHASSEE, FLORIDA

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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Attorney Name, Douglas E. Starcher, P.A.

Broad and Cassel - Attorneys at Law
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801
Telephone (407) 839-4200
Florida Bar No.: 0818641

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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 II, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$55,261;
- 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 \$55,261.
(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: Gene Harris

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

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Filing Fee: \$250.00 for Application and Affidavit

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No. 00130434
Date: 11/12/1999

SECRETARY OF STATE

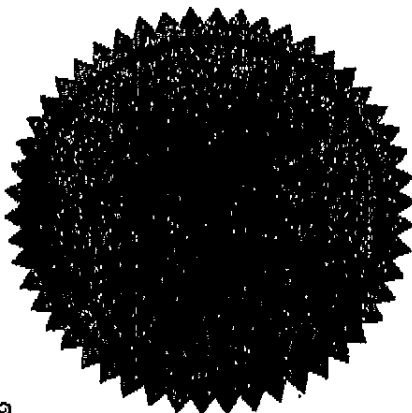
490DLC-000229642
SEARCH NETWORK, LTD
ATTN:MISSY
2 CORP PL SE 210 1501 42ND ST
WEST DES MOINES, IA 50266

CERTIFICATE OF EXISTENCE

Name: CED CAPITAL HOLDINGS II, 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.

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Chester J. Culver
CHESTER J. CULVER SECRETARY OF STATE



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