

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Feb 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P10006 (5)
 1. Corporation Name
CEDAR INCOME FUND, LTD., INC.



Principal Place of Business 4333 EDGEWOOD ROAD N.E. CEDAR RAPIDS IA 52402-6601	Mailing Address 4333 EDGEWOOD ROAD N.E. CEDAR RAPIDS IA 52499-0001
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2. Principal Place of Business 21		2a. Mailing Address 26		3. Date Incorporated or Qualified 05/06/1986	3a. Date of Last Report 02/13/1996
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 42-1241468	Applied For Not Applicable
City & State 23		City & State 28		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
Zip 24	Country 25	Zip 29	Country 30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLANKENSHIP, DAVID L.	1.2 NAME	
STREET ADDRESS	4333 EDGEWOOD RD. N.E.	1.3 STREET ADDRESS	
CITY-ST-ZIP	CEDAR RAPIDS IA	1.4 CITY-ST-ZIP	
TITLE	VS <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEWALD, MAUREEN	2.2 NAME	
STREET ADDRESS	4333 EDGEWOOD RD. N.E.	2.3 STREET ADDRESS	
CITY-ST-ZIP	CEDAR RAPIDS IA	2.4 CITY-ST-ZIP	
TITLE	VAST <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLETCHER, ALAN F	3.2 NAME	
STREET ADDRESS	4333 EDGEWOOD ROAD, N.E.	3.3 STREET ADDRESS	
CITY-ST-ZIP	CEDAR RAPIDS IA	3.4 CITY-ST-ZIP	
TITLE	DC <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FALCONIO, PATRICK E.	4.2 NAME	
STREET ADDRESS	4333 EDGEWOOD RD. N.E.	4.3 STREET ADDRESS	
CITY-ST-ZIP	CEDAR RAPIDS IA	4.4 CITY-ST-ZIP	
TITLE	D <input checked="" type="checkbox"/> DELETE	5.1 TITLE	Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAFES, JAMES C.	5.2 NAME	Alex A. Meyer
STREET ADDRESS	335 MADISON	5.3 STREET ADDRESS	4333 Edgewood Road N.E.
CITY-ST-ZIP	NEW YORK NY	5.4 CITY-ST-ZIP	Cedar Rapids, IA 52499-5555
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	Director <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LANCASTER, EDWIN B.	6.2 NAME	Edwin L. Ingraham
STREET ADDRESS	33 MEDOWBROOK LANE	6.3 STREET ADDRESS	4333 Edgewood Road N.E.
CITY-ST-ZIP	MT. KISCO NY	6.4 CITY-ST-ZIP	Cedar Rapids, IA 52499-5555

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Maureen DeWald **1/9/97** **(319) 398-8818**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Maureen DeWald, Vice President, Secretary
 Date Daytime Phone #

CR2E034 (9/96)

Company Officer/Director List
CEDAR INCOME FUND, LTD.

As of January 9, 1997

CEDAR INCOME FUND, LTD.

4333 Edgewood Road N.E.
Cedar Rapids, IA 52499

Date of Incorporation: March 24, 1989

State of Incorporation: Iowa

Federal Tax Id: 42-1241468

Shares Authorized: 5,020,000 shares common stock - Par Value: \$1.00

Shares Issued:

Shares Authorized: - Par Value:

Shares Issued:

Parent Company:

Annual Meeting Day: First Thursday in May

Required Directors: 3-7

Principal Business: Real estate inv trst

NAIC Group Code:

NAIC Company Code:

Last Exam Date:

Best Rating:

DIRECTORS

PATRICK E. FALCONIO

EDWIN L. INGRAHAM

James. L. Roberts

ALEX A. MEYER

OFFICERS

DAVID L. BLANKENSHIP

PATRICK E. FALCONIO

MAUREEN DEWALD

ALAN F. FLETCHER

ROGER SCHULZ

JEFF DIXON

PRESIDENT

CHAIRMAN OF THE BOARD

VICE PRESIDENT

SECRETARY

VICE PRESIDENT

TREASURER

ASSISTANT SECRETARY

CONTROLLER

ASSISTANT SECRETARY

ASSISTANT SECRETARY - DIRECTOR OF INVESTOR RELATIONS