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FORM D

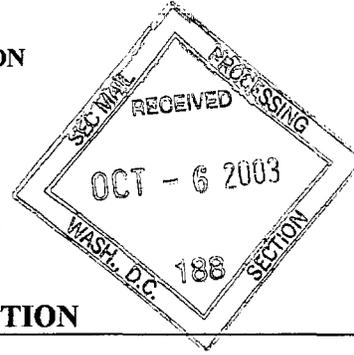
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



03033520

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (check if this is an amendment and name has changed, and indicate change.)

CEDAR POINTE ENTERPRISE, LLC, CLASS A MEMBERSHIP OFFERING

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

CEDAR POINTE ENTERPRISE, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)
2359 BEVILLE ROAD, DAYTONA BEACH, FLORIDA 32119

Telephone Number (Including Area Code)
(386) 788 - 0820

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

REAL ESTATE DEVELOPMENT

Type of Business Organization

corporation
 business trust

limited partnership, already formed
 limited partnership, to be formed

other (please specify): LIMITED LIABILITY COMPANY

Actual or Estimated Date of Incorporation or Organization:

Month Year
07 03

Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdictions)

F L

PROCESSED
OCT 10 2003

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
- Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
MHK OF VOLUSIA COUNTY, INC., a Florida Corporation

Business or Residence Address (Number and Street, City, State, Zip Code)
2359 BEVILLE ROAD, DAYTONA BEACH, FLORIDA 32119

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
MORTEZA HOSSEINI-KARGAR

Business or Residence Address (Number and Street, City, State, Zip Code)
2359 BEVILLE ROAD, DAYTONA BEACH, FLORIDA 32119

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
CYNTHIA C. JONES

Business or Residence Address (Number and Street, City, State, Zip Code)
2359 BEVILLE ROAD, DAYTONA BEACH, FLORIDA 32119

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?.....\$ 50,000

3. Does the offering permit joint ownership of a single unit?..... Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. \$3,000,000

	Aggregate Offering Price	Amount Already Sold
Type of Security		
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ 3,000,000	\$ 3,000,000
Other (Specify)	\$ _____	\$ _____
Total	\$ 3,000,000	\$ 3,000,000

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	18	\$ 3,000,000
Non-accredited Investors	-0-	\$ -0-
Total (for filings under Rule 504 only)		\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

	Type of Security	Dollar Amount Sold
Type of Offering		
Rule 505	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ -0-
Printing and Engraving Costs	<input type="checkbox"/>	\$ -0-
Legal Fees.....	<input type="checkbox"/>	\$ 10,000
Accounting Fees	<input type="checkbox"/>	\$ -0-
Engineering Fees	<input type="checkbox"/>	\$ -0-
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ -0-
Other Expenses (identify)	<input type="checkbox"/>	\$ -0-
Total	<input type="checkbox"/>	\$ 10,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 2,990,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments To Others
Salaries and fees.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Purchase of real estate.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$2,990,000
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Acquisition of other businesses (including the value of securities involved in this Offering that may be used in exchange for the assets or securities of another Issuer pursuant to a merger).....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Repayment of indebtedness.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Working capital.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Other (specify).....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$ -0-
Column Totals.....	<input type="checkbox"/>	\$ -0-	<input type="checkbox"/>	\$2,990,000
Total Payments Listed (column totals added).....	<input type="checkbox"/>	\$ 2,990,000		

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
CEDAR POINTE ENTERPRISE, LLC	<i>Cynthia C. Jones</i>	9/30/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
MHK OF VOLUSIA COUNTY, INC.	CYNTHIA C. JONES, PRESIDENT	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

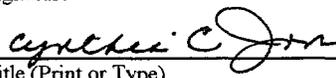
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No

~~See Appendix, Column 5, for state response.~~

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. ~~The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.~~

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person:

Issuer (Print or Type)	Signature	Date
CEDAR POINTE ENTERPRISE, LLC		9/30/03
Name (Print or Type)	Title (Print or Type)	
MHK OF VOLUSIA COUNTY, INC.	CYNTHIA C. JONES, PRESIDENT	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Units of Limited Partnership Interest	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

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APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1) Units of Limited Partnership Interest	4 Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
MT								
NE								
NV								
NH								
NJ								
NM								
NY								
NC								
ND								
OH								
OK								
OR								
PA								
RI								
SC								
SD								
TN								
TX								
UT								
VT								
VA								
WA								
WV								
WI								
WY								
OTH								

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

CEDAR POINTE

That the undersigned, ENTERPRISE, LLC, a Florida Limited Liability Company organized under the laws of Florida for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and the successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, offer and sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to: _____

CYNTHIA C. JONES, PRESIDENT, 2359 BEVILLE ROAD, DAYTONA BEACH, FLORIDA 32119

Place an "X" before the name of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> ALASKA	Commissioner, Department of Community and Economic Development	<input type="checkbox"/> IDAHO	Director of Department of Finance and his successors in office
<input type="checkbox"/> ARIZONA	The Corporation Commission	<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> ARKANSAS	Commissioner of Securities Department	<input type="checkbox"/> INDIANA	Secretary of State
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> IOWA	Commissioner of Insurance
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> KANSAS	Secretary of State
<input type="checkbox"/> CONNECTICUT	Banking Commissioner	<input type="checkbox"/> KENTUCKY	Commissioner, Department of Financial Institutions
<input type="checkbox"/> DELAWARE	Securities Commissioner	<input type="checkbox"/> LOUISIANA	Commissioner of Securities
<input type="checkbox"/> DISTRICT OF COLUMBIA	Each member of Public Service Commission	<input type="checkbox"/> MAINE	Securities Administrator
<input checked="" type="checkbox"/> FLORIDA	Department of Banking and Finance	<input type="checkbox"/> MARYLAND	Securities Commissioner of the Division of Securities
<input type="checkbox"/> GEORGIA	Commissioner of Securities	<input type="checkbox"/> MASSACHUSETTS	State Secretary
<input type="checkbox"/> GUAM	Administrator, Department of Revenue and Taxation	<input type="checkbox"/> MICHIGAN	Commissioner, Office of Financial and Insurance Services

<u> </u> MINNESOTA	Commissioner of Commerce	<u> </u> PENNSYLVANIA	Pennsylvania does not require a filing of a Consent to Service of Process.
<u> </u> MISSISSIPPI	Secretary of State		
<u> </u> MISSOURI	Commissioner of Securities	<u> </u> PUERTO RICO	Commissioner of Financial Institutions
<u> </u> MONTANA	Securities Commissioner and his successors in office	<u> </u> RHODE ISLAND	Director of Department of Business Regulation
<u> </u> NEBRASKA	Director of Department of Banking and Finance	<u> </u> SOUTH CAROLINA	Attorney General (ex officio Securities Commissioner)
<u> </u> NEVADA	Administrator of the Securities Division of the Office of the Secretary of State	<u> </u> SOUTH DAKOTA	Director of the Division of Securities
<u> </u> NEW HAMPSHIRE	Secretary of State	<u> </u> TENNESSEE	Commissioner of Commerce and Insurance
<u> </u> NEW JERSEY	Chief, Bureau of Securities in the Division of Consumer Affairs of the Department of Law and Public Safety	<u> </u> TEXAS	Securities Commissioner
<u> </u> NEW MEXICO	Director, Securities Division of the Regulation and Licensing Department	<u> </u> UTAH	Director, Division of Securities
<u> </u> NEW YORK	Secretary of State	<u> </u> VERMONT	Commissioner of Banking, Insurance, Securities, and Health Care Administration
<u> </u> NORTH CAROLINA	Secretary of State	<u> </u> VIRGINIA	Clerk, State Corporation Commission
<u> </u> NORTH DAKOTA	Securities Commissioner	<u> </u> WASHINGTON	Director of the Department of Financial Institutions
<u> </u> OHIO	Secretary of State	<u> </u> WEST VIRGINIA	Commissioner (Auditor of the State)
<u> </u> OREGON	Director, Department of Consumer and Business Services	<u> </u> WISCONSIN	Division of Securities, Department of Financial Institutions
<u> </u> OKLAHOMA	Securities Administrator	<u> </u> WYOMING	Secretary of State

Dated this 30th day of September CEDAR POINTE ENTERPRISE, LLC, By: 2003, MHK OF VOLUSIA COUNTY, INC.

[CORPORATE SEAL]

Cynthia C. Jones
 By: CYNTHIA C. JONES
 PRESIDENT
 Name, Title

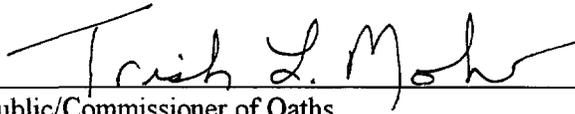
CORPORATE ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
COUNTY OF VOLUSIA)

On this 30 day of SEPTEMBER, 2003, before me, the undersigned officer (notary),
personally appeared CYNTHIA C. JONES known personally to me to be the PRESIDENT of MHK OF VOLUSIA
COUNTY, INC., and acknowledged that as an officer being authorized so to do, executed the foregoing instrument for the
purposes therein contained, by signing the name of the company as an officer.

*MANAGING PARTNER OF CEDAR POINTE ENTERPRISE, LLC

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public/Commissioner of Oaths

Trish L. Mohr

[NOTARY SEAL]

My Commission Expires



Trish L. Mohr
My Commission CC821126
Expires April 04, 2004