

**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**FILED**  
98 OCT 27 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



1. Name of Limited Partnership	1a. DOCUMENT # <b>A29947</b>
CNL INCOME & GROWTH FUND II, LTD.	

Mailing Address 400 EAST SOUTH STREET, SUITE 500 ORLANDO FL 32801	Principal Office Address 400 EAST SOUTH STREET, SUITE 500 ORLANDO FL 32801	3. Date Formed or Registered <b>04/20/1990</b>	5a. Capital Contributions as Shown on record. <b>\$20,000,000.00</b>
		3a. Date of Last Report <b>11/03/1997</b>	5b. Amount of Capital Contributions in FLORIDA to date: <b>\$20,000,000.00</b>
		4. State or Country of Formation <b>FL</b>	
2. Mailing Address	2a. Principal Office Address	6. FEI Number <input type="checkbox"/> Applied For <b>59-3005760</b> <input checked="" type="checkbox"/> Not Applicable	
Suite, Apt. #, etc.	Suite, Apt. #, etc.	7. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
City & State	City & State	8. Make check payable to: Dept. of State (See reverse side for fee information)	
Zip Country	Zip Country		

9. Name and Address of Current Registered Agent <b>BOURNE, ROBERT A 400 EAST SOUTH STREET, SUITE 500 ORLANDO FL 32801</b>	10. If changed, new Registered Agent/Office
	Name
	Street Address (P.O. Box Number is Not Acceptable)
	Suite, Apt. #, etc.
	City <b>FL</b> Zip Code

**10a.** Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) \_\_\_\_\_ DATE \_\_\_\_\_  
**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY  
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
CNL GROWTH CORP.	400 E. SOUTH ST, #500	ORLANDO FL	K64448
			<b>500002678465--7</b> -11/03/98--01008--015 ****526.25 ****526.25  <b>AL</b> <b>OCT 27 1998</b>

**Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.**

**12.** I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE _____ Robert A. Bourne, President CNL Growth Corp.	DATE <b>10/7/98</b>
Typed or Printed Name of General Partner Signing Form	Daytime Telephone Number <b>(407) 650-1000</b>

CR2E003 (8/98)