

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-4062
 FAX (904) 224-2222

A9500000824

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

5/31/95
 BK

G. TAX _____
 FILING _____ 17.50 W
 R. AGENT FEE _____ 35 W
 C. COPY _____ 52.50
 TOTAL _____ 1837.50
 N. BANK _____
 BALANCE DUE _____
 FEEING _____

of No 51748
 RE: CNL Income & Growth Fund VII, Ltd.

<input type="checkbox"/>	Art. of Amend. File	DISBURSED
<input type="checkbox"/>	Dissolution/Withdrawal	
<input type="checkbox"/>	C U S	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Name Reservation	
<input type="checkbox"/>	Annual Report/Reinstatement	
<input type="checkbox"/>	Reg. Agent Service	
<input type="checkbox"/>	Document Filing	
<input type="checkbox"/>	Corporate Kit	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	Document Retrieval	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	File No.'s, _____ Copies	
<input type="checkbox"/>	Courier Service	
<input type="checkbox"/>	Shipping/Handling	
<input type="checkbox"/>	Phone () _____	
<input type="checkbox"/>	Top Priority	
<input type="checkbox"/>	Express Mail Prop.	
<input type="checkbox"/>	FAX () _____ pgs.	
SUBTOTALS _____		

300001505843
 -06/06/95--01015--009
 ***1837.50 ***1837.50

95 MAY 31 PM 1:01
 SECRETARY'S OFFICE
 FILED OF STATES

95 MAY 31 PM 1:25
 RECEIVED
 DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>SKW</u>	_____	_____	_____

WALK-IN Will Pick Up 5-31 2:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
 THANK YOU from Your Capital Connection

**AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL INCOME & GROWTH FUND VII, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 31 PM 1:07

THE UNDERSIGNED, acting as organizer of CNL INCOME & GROWTH FUND VII, LTD. (the "Partnership"), hereby makes, adopts and files this Affidavit and Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), codified as Part I, Chapter 620, Florida Statutes, as amended (the "Act"), and swears to the following:

1. Name. The name of the Partnership is "CNL INCOME & GROWTH FUND VII, LTD."
2. Location of Record Keeping Office. The location of the record keeping office of the Partnership is 400 East South Street, Suite 500, Orlando, Florida 32801.
3. Registered Office and Agent. The initial registered office of the Partnership shall be located at, and the initial registered agent of the Partnership shall be MR. ROBERT A. BOURNE, 400 East South Street, Suite 500, Orlando, Florida 32801.
4. Name and Business Address of the General Partner. The name of the General Partner for this Partnership is CNL INCOME & GROWTH CORP. The business address of the General Partner is 400 East South Street, Suite 500, Orlando, Florida 32801.
5. Mailing Address of Partnership. The mailing address of the Partnership is 400 East South Street, Suite 500, Orlando, Florida 32801. ^{PA4000018227}
6. Term of the Partnership. The Partnership shall continue in existence until December 31, 2025, unless sooner terminated, liquidated or dissolved by law in accordance with the Partnership Agreement.
7. Contributions by Limited Partners. The Limited Partners have made no capital contributions to the Partnership as of the date of this filing. The General Partners estimate that capital contributions by all Limited Partners will aggregate \$15,000,000.

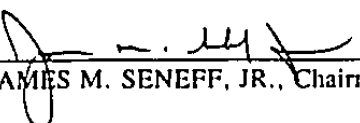
IN WITNESS WHEREOF, the parties hereto have sworn to and executed this Affidavit and Certificate of Limited Partnership this 23rd day of May, 1995.

CNL INCOME & GROWTH FUND VII, LTD.

****CORPORATE SEAL****

By: CNL INCOME & GROWTH CORP.,
General Partner

Attest: 
ROBERT A. BOURNE, President

By: 
JAMES M. SENEFF, JR., Chairman

FILED STATE
SECRETARY OF
DIVISION OF CORPORATIONS
95 MAY 31 PM 1:07

STATE OF FLORIDA)
 : 88
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared JAMES M. SENEFF, JR. and ROBERT A. BOURNE, Chairman and President, respectively, of CNL INCOME & GROWTH CORP., each known by me personally and each of whom acknowledged to me, under oath, that he executed the foregoing Affidavit and Certificate of Limited Partnership on behalf of said corporation, as General Partner, as their free act and deed and for the purposes therein set forth with full authority in the premises.

WITNESS my official hand and seal this 23rd day of May, 1995.

****NOTARIAL SEAL****



MICHELE JANE TUJTON
My Commission CC441104
Expires Feb. 22, 1996
Elected by HAI
800-422-1000

Michele Jane Tujton
NOTARY PUBLIC, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED STATE
SECRETARY OF CORPORATIONS
MAY 31 PM 1:07
DIVISION OF CORPORATIONS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CNL INCOME & GROWTH FUND VII, LTD.

desiring to organize as a limited partnership under the laws of the State of Florida with its registered office at

400 East South Street, Suite 500
Orlando, Florida 32801

has named and designated

ROBERT A. BOURNE

as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 23rd day of May, 1995.



ROBERT A. BOURNE
Registered Agent

