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CAPITAL'CONNECTION, INC.	1 4.11
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Mailing Address: Post of fice Box 10349, Tallahassee, FL 32302	RE: CNL LYOFFIE CO
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AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP

OF

CNL INCOME & GROWTH FUND VII, LTD.

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. <u>Location of Record Keeping Office</u>. 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.
- 6. <u>Term of the Partnership</u>. 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

ROBERT A. BOURNE, President

AMES M. SENEFF, JR., Chairman

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****

MIGHELE JANE TURTON My Gommission GG441104 Expires Feb. 22, 1889 Bondard by HAI 1001-422-1888 NOTARY PUBLIC, State of Florida

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

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

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTMERS NO.



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Telephone Humber

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ROBERT A. BOURNE, PRESIDENT OF CAL INCOME & GROWTH CORP.

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