

CAPITAL CONNECTION, INC.

417 E. Virginia St., Tallahassee, FL 32301 (904) 222-4870
 Mailing Address: Post Office Box 10369, Tallahassee, FL 32302
 (904) 222-4870 FAX (904) 222-4872

AP6000000459

_____ of _____ No 52626

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
✓ Ltd. Partnership File		
Foreign Corp. File		
✓ () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Maintenance		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

96 APR -8 PM 11:11 AM
 SECRET
 DIVISION OF REVENUES

2000000459
 03/12/96 01104 011
 ***1897.50 ***1897.50

b/c 3/8/96

C. TAX _____
 FILING 1750.00
 R. AGENT FEE 35.00
 C. COPY 52.00
 TOTAL 1837.50
 BALANCE DUE _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	<u>12:00</u>		CK No. _____
BY	<u>MC</u>		

WALK-IN Will Pick Up 3/8 12:00

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 VIII, LTD.

FILED STATE
DIVISION OF CORPORATIONS
96 MAR -8 AM 11:42

THE UNDERSIGNED, acting as organizer of CNL INCOME & GROWTH FUND VIII, 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 VIII, 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 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 401 East South Street, Suite 500, Orlando, Florida 32801.
P94000018227
5. Mailing Address of Partnership. The mailing address of the Partnership is 400 East South Street, Suite 500, Orlando, Florida 32801.
6. Term of the Partnership. The Partnership shall continue in existence until December 31, 2026, 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 5th day of March, 1996.

CNL INCOME & GROWTH FUND VIII, LTD.

****CORPORATE SEAL****

By: CNL INCOME & GROWTH CORP.,
General Partner

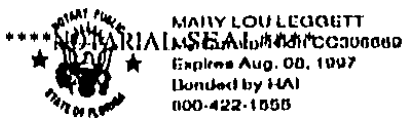
Attest: 
ROBERT A. BOURNE, Secretary

By: 
JAMES M. SENEFF, JR., President

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, President and Secretary, 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 5th day of March, 1996.



Mary Lou Leggett

NOTARY PUBLIC, State of Florida

96 MAR -8 AM 11:42
SECRET
FEDERAL RESERVE BANK
ORLANDO, 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**

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

CNL INCOME & GROWTH FUND VIII, LTD.

desiring to organize as a limited partnership under the laws of the State of Florida with its 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 5th day of March, 1996.



ROBERT A. BOURNE
Registered Agent

FLORIDA STATE
SECRETARY OF CORPORATIONS
DIVISION
MAR - 8 AM 11:43