

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -3 PM 2:08

1. Name of Limited Partnership
**1a. DOCUMENT #
A96000000459**



CNL INCOME & GROWTH FUND VIII, 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 03/08/1996	5a. Capital Contributions as Shown on record \$15,000,000.00
2. Mailing Address Suite, Apt. #, etc. City & State Zip Country		2a. Principal Office Address Suite, Apt. #, etc. City & State Zip Country		3a. Date of Last Report 01/21/1997	
				4. State or Country of Formation FL	5b. Amount of Capital Contributions in FLORIDA to date: \$9,212,500.00
				6. FEI Number 59-3376150	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
				7. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
8. Make check payable to: Dept. of State (See reverse side for fee information)					

2 025 617 014 10/31/97

9. Name and Address of Current Registered Agent BOURNE, ROBERT A 400 EAST SOUTH STREET, SUITE 500 ORLANDO FL 32801		10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL 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 INCOME & GROWTH CORP.	400 EAST SOUTH STREET	ORLANDO FL 32801	P94000018227
700002342427--1 -11/10/97--01059--014 ****550.00 ****550.00 <i>cus / KWM</i>			

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 _____ DATE **10/15/97**
 Typed or Printed Name of General Partner Signing Form **ROBERT A. BOURNE, PRES.** Daytime Telephone Number **(407) 422-1574**

CR2E003 (6/97)