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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: LINDA A. SCARCELLI
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

NOTE: PLEASE COORDINATE FILING WITH CORPORATE GENERAL PARTNER WHICH IS BEING FILED UNDER FAX AUDIT NO. H00000066646 1.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN LIMITED PARTNERSHIP

CNL Commercial Funding, LP

AL

Certificate of Status	1
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Page Count	04
Estimated Charge	\$1,846.25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. CNL Commercial Funding, LP
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. May 26, 2000
(State of Formation) (Date of Formation)

5. Kevin B. Habicht
(Name of Registered Agent for Service of Process)

6. 450 So. Orange Avenue
(Street Address of Registered Office)

Orlando Florida 32801
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

K. B. Habicht
(Agent must sign on this line)

8. 450 So. Orange Avenue, Orlando, FL 32801

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

CNL Commercial, Inc. 450 So. Orange Avenue, Orlando, FL 32801

10. 450 So. Orange Avenue, Orlando, FL 32801
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12 P. O. Box 4920, Orlando, FL 32802

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 21st day of December, 2000

K. A. Hill

General Partner

STATE OF Florida

COUNTY OF Orange

On this 2st day of December, 2000

Kevin B. Habicht personally appeared before me,

who is personally known to me

whose identity I proved on the basis of

Linda A. Scarcell
(Notary Public Signature)

LINDA A. SCARCELL
(Notary's Printed Name)



Linda A Scarcell
My Commission CC817879
Expires April 25, 2003

Seal

My Commission Expires:

00 DEC 22 PM 5:05
PAUL D.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Kevin B. Habicht, CFO, SVP and Secretary of CNL Commercial, Inc., a general partner of CNL Commercial Funding, LP, a (an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 1,980,000 .
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,000,000 .

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 21st day of December, 2000 .

K. B. Habicht

General Partner

STATE OF Florida

COUNTY OF Orange


On this 21st day of December, 2000 .

Kevin B. Habicht, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Linda A. Scarcelli
(Notary Public Signature)

LINDA A. SCARCELLI
(Notary's Printed Name)

 Linda A Scarcelli
My Commission CC617870
Expires April 25, 2003

Seal

My Commission Expires:

F. F. S. I.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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State of Delaware

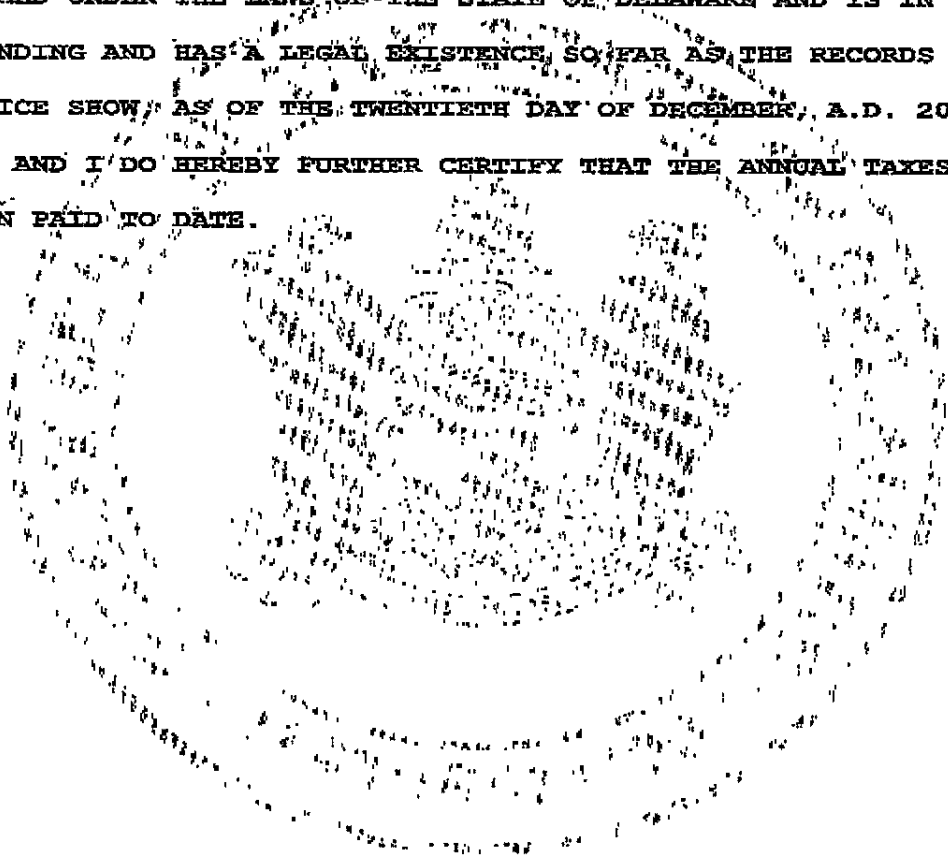
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Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL COMMERCIAL FUNDING, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE, SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



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FIELD
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATIO

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DATE: 12-20-00