

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 15 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



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

DOCUMENT # K64448 (9)
1. Corporation Name
CNL GROWTH CORP.



Principal Place of Business Mailing Address
400 EAST SOUTH STREET, SUITE 500
ORLANDO FL 32801 400 EAST SOUTH STREET, SUITE 500
ORLANDO FL 32801

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		02/09/1989	
22 City & State		27 City & State		4. FEI Number	
23 Zip		28 Zip		59-2929363	
24 Country		30 Country		Applied For	
				Not Applicable	
				5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BOURNE, ROBERT A.
400 EAST SOUTH STREET
SUITE 500
ORLANDO FL 32801

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
FL	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	CD	<input type="checkbox"/> DELETE		1.1 TITLE	D/C/CEO	<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	SENEFF, JAMES M. JR.			1.2 NAME	SENEFF, JAMES M., JR.		
STREET ADDRESS	400 EAST SOUTH STREET, SUITE 500			1.3 STREET ADDRESS			
CITY-ST-ZIP	ORLANDO FL			1.4 CITY-ST-ZIP			
TITLE	PTD	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	BOURNE, ROBERT A.			2.2 NAME			
STREET ADDRESS	400 EAST SOUTH STREET, SUITE 500			2.3 STREET ADDRESS			
CITY-ST-ZIP	ORLANDO FL			2.4 CITY-ST-ZIP			
TITLE	S	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	ROSE, LYNN E.			3.2 NAME			
STREET ADDRESS	400 EAST SOUTH STREET, SUITE 500			3.3 STREET ADDRESS			
CITY-ST-ZIP	ORLANDO FL			3.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				4.2 NAME			
STREET ADDRESS				4.3 STREET ADDRESS			
CITY-ST-ZIP				4.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				5.2 NAME			
STREET ADDRESS				5.3 STREET ADDRESS			
CITY-ST-ZIP				5.4 CITY-ST-ZIP			
TITLE		<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME				6.2 NAME			
STREET ADDRESS				6.3 STREET ADDRESS			
CITY-ST-ZIP				6.4 CITY-ST-ZIP			

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)