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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

AMY J. PATTERSON

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

*****PLEASE COORDINATE THE FILINGS FOR THESE ENTITIES. PLEASE
FILE CNL RETAIL PARTNERS, INC., PRIOR TO FILING THIS
PARTNERSHIP.*****

THANK YOU.

FLORIDA LIMITED PARTNERSHIP**CNL Retail Investors VIII, Ltd.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,846.25

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CNL TAX ACCOUNTING

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 13, 2002

CNL FINANCIAL GROUP, INC.

SUBJECT: CNL RETAIL INVESTORS VIII, LTD.
REF: W02000023303

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

If you have any further questions concerning your document, please call (850) 245-6043.

Joey Bryan
Document Specialist
Tax Liens

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TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL RETAIL INVESTORS VIII, LTD.

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The Undersigned, hereby makes, acknowledges and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be CNL RETAIL INVESTORS VIII, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 450 South Orange Avenue, Orlando, Florida 32801, or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS:

Robert A. Bourne
450 South Orange Avenue
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER:

CNL Retail Partners, Inc.
450 South Orange Avenue
Orlando, Florida 32801

#002000087165

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP:

450 South Orange Avenue
Orlando, Florida 32801

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6. TERM. The partnership shall be dissolved on December 31, 2032, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 12th day of August, 2002.

GENERAL PARTNER:

CNL RETAIL PARTNERS, INC.

By: 


Robert A. Bourne, President

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for CNL RETAIL INVESTORS VIII, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 12th day of August, 2002.


Robert A. Bourne, Registered Agent

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of are \$4,950.00 to date. Additional contributions by the limited partners in an amount of \$1,175,000.00 are anticipated.

FURTHER AFFIANT SAYETH NOT.

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

EXECUTED this 12th day of August, 2002.

GENERAL PARTNER:

CNL RETAIL PARTNERS, INC.

By: 

Robert A. Bourne, President

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