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Florida Department of State
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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

****PLEASE COORDINATE THE FILING OF THIS LIMITED PARTNERSHIP WITH THE FILING OF ITS GENERAL PARTNER WHICH WAS FAX FILED EARLIER TODAY VIA AUDIT FAX NO. H00000057804 7.**

FLORIDA LIMITED PARTNERSHIP

DESERT RIDGE RESORT INCOME FUND, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,346.23

\$352.45

FF \$1785.00
cc + cus ld. 25
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TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
DESERT RIDGE RESORT INCOME FUND, LTD.

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 DESERT RIDGE RESORT INCOME FUND, 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:

DRR Partners, Inc. *P-103114*
450 South Orange Avenue
Orlando, Florida 32801

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, 2030, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 2nd day of November, 2000.

GENERAL PARTNER:

DRR PARTNERS, INC.

By: 

Robert A. Bourne, President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for DESERT RIDGE RESPORT INCOME FUND, 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 2nd day of November, 2000.



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 \$5,000.00 to date. Additional contributions by the limited partners in an amount of \$31,600,000 are anticipated.

FURTHER AFFLIANT 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 2nd day of November, 2000.

GENERAL PARTNER:

DRR PARTNERS, INC.

By: 

Robert A. Bourne, President