

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4003

From: Linda Scarcelli : (407) 650-1552
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

BAP Holdings, Ltd.

| | |
|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$1,837.50 |

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CERTIFICATE OF LIMITED PARTNERSHIP**OF****BAP HOLDINGS, LTD.**

The undersigned, hereby makes 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 in accordance with the Florida Revised Uniform Limited Partnership Act.

1. **NAME OF PARTNERSHIP.** The name of the partnership shall be BAP HOLDINGS, LTD. (the "Partnership").

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the Partnership shall be located at CNL Center at City Commons, 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.** The address of the Partnership's registered office in the State of Florida is CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801. The Partnership's registered agent at that address is Robert A. Bourne.

4. **NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER.** The name of the sole general partner of the Partnership is CNL Restaurants II, Inc., a Florida corporation. The address of the sole general partner is CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801. *V65008*

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.** The mailing address of the Partnership is CNL Center at City Commons, 450 South Orange Avenue, Orlando, Florida 32801 or such other place as the General Partner shall from time to time determine.

6. **TERMINATION OF THE LIMITED PARTNERSHIP.** The Partnership shall be dissolved on December 31, 2101, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 29th day of March, 2001.

GENERAL PARTNER

CNL RESTAURANTS II, INC., a Florida corporation

By: 
Name: Robert A. Bourne
Its: Chief Executive Officer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF LIMITED PARTNER'S CONTRIBUTION

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contribution of the Limited Partner of BAP Holdings, Ltd. is \$3,700,000.00. No additional capital contributions by the Limited Partner are presently required.

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 29th day of March, 2001.

GENERAL PARTNER

CNL RESTAURANTS II, INC., a Florida
corporation

By: _____

Name: Robert A. Bourne

Its: Chief Executive Officer

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for BAP Holdings, 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 29th day of March, 2001.



Robert A. Bourne, Registered Agent