

A01000000436

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0393

From:

SUZANNE M. McLAUGHLIN

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

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VOLUNTARY CANCELLATION OF LP

BAP HOLDINGS, LTD.

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DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$105.00

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

FILED
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TALLAHASSEE, FLA.

Pursuant to section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being all of the General Partners of BAP Holdings, Ltd., a limited partnership organized and existing under the Florida Revised Uniform Limited Partnership Act of the State of Florida (the "Partnership"), hereby make and file with the Department of State of the State of Florida this Certificate of Cancellation of Certificate of Limited Partnership of the Partnership for the purpose of cancelling the Partnership's Certificate of Limited Partnership issued by the Secretary of State of the State of Florida on March 29, 2001.

1. Name of Partnership. The name of the Partnership is BAP Holdings, Ltd.
2. Date of Filing of Certificate of Limited Partnership. The Certificate of Limited Partnership of the Partnership was filed with the Department of State on March 29, 2001, and was assigned document number A01000000436.
3. Reason for Cancellation. The general partners mutually agreed to dissolve the Partnership. As a result the Partnership has been dissolved, all distributions and obligations resolved.
4. Effective Date of Cancellation. The Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

EXECUTED this 26th day of March, 2003.

GENERAL PARTNERS

CNL RESTAURANTS II, INC.

By: James M. Seneff, Jr.
President

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