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To:

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

From:

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

(NOTE: PLEASE COORDINATE THE FILING WITH THIS PARTNERSHIP'S GENERAL PARTNER, CNL MORTGAGE FUND, INC. WHICH IS BEING FILED UNDER FAX AUDIT NO. H02000050120 3. THANK YOU.)

FLORIDA LIMITED PARTNERSHIP

CNL Mortgage Fund, Ltd.

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

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL MORTGAGE 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 CNL MORTGAGE 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:

CNL Mortgage Fund, Inc. 902-25160
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, 2012, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 5th day of March, 2002.

GENERAL PARTNER:

CNL MORTGAGE FUND, INC.


By: 

Robert A. Bourne, President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for CNL MORTGAGE 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 5th day of March, 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 CNL MORTGAGE FUND, LTD. are \$2,500.00 to date. Additional contributions by the limited partners in an amount of \$2,500,000.00 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 5th day of March, 2002.

GENERAL PARTNER:

CNL MORTGAGE FUND, INC.

By: 

Robert A. Bourne, President

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