

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) 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 THIS FILING WITH FAX AUDIT H02000137738 9.
THIS PARTNERSHIP MUST BE FILED AFTER ITS GENERAL PARTNER IS FILED.
THANK YOU.

00506-06717-0010711ND2-137168

FLORIDA LIMITED PARTNERSHIP

CNL Plaza Venture, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$166.25

RECEIVED
02 MAY 13 PM 1:06
DIVISION OF CORPORATION
AND
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02 MAY 13 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL PLAZA VENTURE, 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 laws.

1. **NAME OF PARTNERSHIP.** The name of the partnership shall be CNL PLAZA VENTURE, 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 S. Orange Avenue, Orlando, Florida 32801. The name and address of the registered agent for service of process on the Partnership in the State of Florida is Linda Scarcelli, CNL Center at City Commons, 450 S. Orange Avenue, Orlando, Florida 32801.

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

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.

6. **TERMINATION OF THE LIMITED PARTNERSHIP.** The Partnership shall be dissolved on December 31, 2102, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the 13th day of May, 2002.

GENERAL PARTNER

CNL Plaza, Venture, Inc., a Florida corporation

By: 

Stuart J. Beebe
Vice President

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AND
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CLERK OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF LIMITED PARTNER'S CONTRIBUTION

Pursuant to the provisions of the Florida Uniform Limited Partnerships laws, Chapter 620.108, the undersigned certifies that the capital contribution of the Limited Partners of CNL Plaza Venture, Ltd. is \$10,000.00. No additional capital contributions by the Limited Partners 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 13th day of May, 2002.

GENERAL PARTNER

CNL Plaza Venture, Inc., a Florida corporation

By: Stuart J. Beebe

Stuart J. Beebe
Vice President

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TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Linda Scarcelli, accepts her designation as Registered Agent for CNL Plaza Venture, Ltd. and the obligations imposed on him as Registered Agent pursuant to the Florida Uniform Limited Partnerships laws, Florida Statutes, Chapter 620.

EXECUTED this 13th day of May, 2002.


Linda Scarcelli, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA