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ACCOUNT NO. : 072100000032

REFERENCE : 593587 4320229

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ ~~52.50~~

ORDER DATE : May 23, 2002

25.00

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ORDER TIME : 10:27 AM

ORDER NO. : 593587-010

CUSTOMER NO: 4320229

CUSTOMER: Ceil G. Petersson, Legal Asst
Kilpatrick Stockton, LLP

1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

02 MAY 23 PM 1:18

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DOMESTIC FILING

NAME: CARTER/CNL LEGACY PLACE,
L.L.L.P.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

BK

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CARTER/CNL LEGACY PLACE, LTD.

STATEMENT OF QUALIFICATION
FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

Carter/CNL Legacy Place, ^{Ltd.,} (the "Partnership"), hereby makes and files with the Secretary of State of the State of Florida, this Statement of Qualification for Florida Limited Liability Limited Partnership for the purpose of qualifying as a limited liability limited partnership in accordance with Section 620.187 of the Florida Uniform Limited Partnerships laws.

1. ELECTION. The Partnership hereby elects to be a limited liability limited partnership.

2. SUFFIX ADOPTED FOR THE ABOVE NAMED PARTNERSHIP. The name of the Partnership as identified in the records of the Secretary of State is Carter/CNL Legacy Place, ^{Ltd.,} The suffix of the partnership shall be L.L.L.P., and the name of the Partnership shall hereafter be Carter/CNL Legacy Place, L.L.L.P.

3. NAME AND STREET ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. The street address of the Partnership's registered office in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301. The Partnership's registered agent at that address is Corporation Service Company.

4. STREET ADDRESS OF THE CHIEF EXECUTIVE OFFICE. The street address of the Partnership is 1275 Peachtree Street, N.E., Atlanta, Georgia 30309, or such other place as the General Partner shall from time to time determine.

5. EFFECTIVE DATE. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.

6. ATTACHMENTS. Attached hereto are the Certificate of Limited Partnership, the Affidavit of Capital Contributions and the partnership filing fees (\$52.50).

EXECUTED this 20 day of May, 2002.

CARTER/CNL LEGACY PLACE, LTD.,
^ a Florida
limited partnership

By: Carter Equity Legacy Place, L.L.C., a
Georgia limited liability company, as sole
General Partner

By: Carter & Associates Enterprises, Inc., a
Georgia corporation, as Manager

By: Thomas D. Senkbeil
Name: Thomas D. Senkbeil
Title: President

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