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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

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DISS/TERM/CANCEL/REV OF LP/LLP

CNL RETAIL INVESTORS VIII, LTD.

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

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CERTIFICATE OF DISSOLUTION
FOR
CNL RETAIL INVESTORS VIII, LTD.

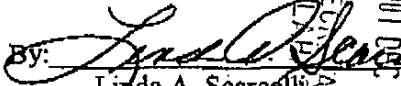
Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on August 12, 2002, hereby submits this Certificate of Dissolution.

The General Partner has been directed and authorized to dissolve the Partnership. As a result the Partnership has been dissolved, all distributions and obligations resolved.

EXECUTED this 18 day of December, 2007.

GENERAL PARTNER

CNL RETAIL PARTNERS, INC.

By: 

Linda A. Scarcell
Secretary

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