

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0383

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

APPROVED AND FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

**FLORIDA LIMITED PARTNERSHIP**

CNL Plaza II, Ltd.

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

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3-17-04

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CNL PLAZA II 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 PLAZA II, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 450 S. 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:

Linda A. Scarcelli  
450 S. Orange Avenue  
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER:

CNL PLAZA II CORP.  
450 S. Orange Avenue  
Orlando, Florida 32801

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5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP:

P. O. Box 4920  
Orlando, Florida 32801-4920

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6. TERM. The partnership shall be dissolved on December 31, 2050 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 15<sup>th</sup> day of March, 2004.

GENERAL PARTNER:

CNL PLAZA II CORP.

By:   
Robert A. Bourne, President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Linda A. Scarcelli, accepts her designation as Registered Agent for CNL PLAZA II, LTD. and the obligations imposed on her as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

  
Linda A. Scarcelli, 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 PLAZA II, LTD. are \$1,073,220 to date. The anticipated amount of additional capital contributions of the limited partners is \$20,000,000.

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 15<sup>th</sup> day of March, 2004.

GENERAL PARTNER:

CNL PLAZA II CORP.

By:   
Robert A. Bourne, President

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