FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999

MIDSOUTH FOODS II, LTD.

CNL GROWTH PARTNERS, LTD



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1a. DOCUMENT # **A29946**

FILED.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

90 CEC - 3 PM 12: 42

				0 0114 31011 01211 01021 11011 01314 11011 1021	
Mailing Address	Principal Office Address		3. Date Formed or Registered	5a. Capital Contributions as Shown on record. \$2,000,000.00	
400 EAST SOUTH STREET	400 EAST SOUTH STREET		04/13/1990		
SUITE 500	SUITE 500		3a. Date of Last Report		
ORLANDO FL 32801	ORLANDO FL 32801		12/10/1997	5b. Amount of Capital Contributions in FLORIDA	
			4. State or Country of Formation	Contributions in FLORIDA to date:	
2. Mailing Address	2a. Principal Office Address		FL	\$271,845.00	
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number	Applied For	
City & State	City & State		59-3116462	Not Applicable	
			7. Certificate of Status Desired	\$8.75 Additional Fee Required	
Zip Country	Zip C	Country	8. Make check payable to: Dept. of Sta		
9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office			
BOURNE, ROBERT A 400 EAST SOUTH STREET		Name			
		Street Address (P.O. Box Number Is Not Acceptable)			
		Sulte, Apt. #, etc.			
ORLANDO FL 32801		City FL Zip Code			
Pursuant to the provisions of sections 620,1051 and 620,192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent, i am familiar with, and accept the obligations of section 620,192, Florida Statutes.					
SIGNATURE (Registered Agent Accepting Appointment)			DATE		
A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.					
11. Name(s) of General Partner(s)	11a. Address of Each General I	Partner Numbers) 11b.	City, State & Zip Code	11c. Registration/ Document Number	
CNL GROWTH PARTNERS, INC	400 EAST SOUTH ST., #		rlando fl	K64451	

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

400 EAST SOUTH ST., #

ORLANDO FL

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE		DATE	11/16/98
	Robert A. Bourne, President		
Typed or Printed Name of General Partner Signing Form	CNL Growth Partners, Inc.	Daytime Telephone Number <u>(4(</u>	07) 650-1000

CR2E003 (8/98

A93000000112

****526.25 ****526.25

-016 **1**