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

LIMITED PARTNERSHIP ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

SIGNATURE

1a. DOCUMENT # A31541

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

98 EEC -3 PM 12: 42

11/16/98

(407) 650-1000

DENWEST FOODS II, LTD.				
Mailing Address	Principal Office Address		3. Date Formed or Registered	5a. Capital Contributions as Shown on record.
400 EAST SOUTH STREET. SUITE 500 ORLANDO FL 32801	400 EAST SOUTH STREET. SUITE 500 ORLANDO FL 32801		05/10/1991 3a. Date of Last Report 12/10/1997 4. State or Country of Formation	\$3,000,000.00 5b. Amount of Capital Contributions in FLORIDA
2. Mailing Address	2a. Principal Office Address	2a. Principal Office Address		to date: \$1,422,575.00
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6, FEI Number 59-3072747	Applied For
City & State	City & State	City & State		Not Applicable
Zip Country	Zip Country		7. Certificate of Status Desired	\$8.75 Additional Fee Required
			O, Make Crieck payable to: Dept. of	Date (See reverse side for lee intoffistion)
9. Name and Address of Current Registered Agent		10. If changed, new Registered Agent/Office		
BOURNE, ROBERT A 400 EAST SOUTH STREET, SUITE 500 ORLANDO FL 32801		Name Street Address (P.O. Box Number Is Not Acceptable)		
		Suite, Apt. #, etc.		
		City Zip Code		
10a. 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 Genera (Do NOT Use Post Office Bo	Partner 11b.	City, State & Zip Code	11c. Registration/ Document Number
CNL GROWTH PTNRS., INC.	400 E. SOUTH ST., #50	0	RLANDO FL	K64451
CNL GROWTH PARTNERS, LTD.	400 E SOUTH ST., #500	. 0	RLANDO FL 32801	A9300000112
			300027 -12/09/1 ****52	072831 801063002
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.				
12. I do hereby certify that the information supplied with this filling 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 cath. 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.				

Robert A. Bourne, President

CNL Growth Partners, Inc.