

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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1. Name of Limited Partnership CNL COMMERCIAL INVESTORS, LTD.	1a. DOCUMENT # A31635
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*98-AP/US
CM*

2. Mailing Address
 400 EAST SOUTH STREET, SUITE 500
 ORLANDO FL 32801

2a. Principal Office Address
 400 EAST SOUTH STREET, SUITE 500
 ORLANDO FL 32801

3. Date Formed or Registered
 06/06/1991

5a. Capital Contributions as Shown on record
 \$5,000,000.00

3a. Date of Last Report
 01/21/1997

5b. Amount of Capital Contributions in FLORIDA to date:
 \$5,000,000.00

2. Mailing Address

4. State or Country of Formation
 FL

Suite, Apt. #, etc.

6. FEI Number
 59-3070500 Applied For Not Applicable

City & State

7. Certificate of Status Desired **\$8.75 Additional Fee Required**

Zip Country

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent
 BOURNE, ROBERT A
 400 EAST SOUTH ST., SUITE 500
 ORLANDO FL 32801

10. If changed, now Registered Agent/Office
 Name _____
 Street Address (P.O. Box Number Is Not Acceptable) _____
 Suite, Apt. #, etc. _____
 City _____ State **FL** 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 General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
CNL COMMERCIAL PARTNERS LTD.	400 E. SOUTH ST. #500	ORLANDO FL	A31634

700002357227--7
 -11/25/97--01089--006
 ***\$550.00 ***\$550.00

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 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 **11/4/97**

Typed or Printed Name of General Partner Signing Form: **Robert A. Bourne, Gen. Partner of CNL Commercial Partners, Ltd.** Daytime Telephone Number: **(407) 422-1574**

Z 435 617 039 11/18/97

CR2E003 (6/97)