

Division of Corporations

A31635

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Florida Department of State
Division of Corporations
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From: Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 2, 1999

CNL COMMERCIAL INVESTORS, LTD.
400 EAST SOUTH STREET, SUITE 500
ORLANDO, FL 32801

SUBJECT: CNL COMMERCIAL INVESTORS, LTD.
REF: A31635

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

CERTIFICATE OF CANCELLATION OF
CERTIFICATE OF LIMITED PARTNERSHIP OF
CNL COMMERCIAL INVESTORS, LTD.

Pursuant to section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being all of the General Partners of CNL Commercial Investors, Ltd., a limited partnership organized and existing under the Florida Revised Uniform Limited Partnership Act of the State of Florida (the "Partnership"), hereby make and file with the Department of State of the State of Florida this Certificate of Cancellation of Certificate of Limited Partnership of the Partnership for the purpose of cancelling the Partnership's Certificate of Limited Partnership issued by the Secretary of State of the State of Florida on June 6, 1991.

1. Name of Partnership. The name of the Partnership is CNL Commercial Investors, Ltd.
2. Date of Filing of Certificate of Limited Partnership. The Certificate of Limited Partnership of the Partnership was filed with the Department of State on June 6, 1991, and was assigned document number A31635.
3. Reason for Cancellation. On December 31, 1998, the general partners dissolved the Partnership. As a result the Partnership has been dissolved, all distributions and obligations resolved.
4. Effective Date of Cancellation. The Certificate of Cancellation shall be effective at the time of its filing with the Florida Department of State.

EXECUTED this 5th day of April, 1999.

GENERAL PARTNER

CNL Commercial Partners, Ltd.

By: _____

James M. Seneff, Jr.

By: _____

Robert A. Bourne

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