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CNL TAX ACCOUNTING

001/002

A32602

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Kathleen M. Walking
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

03 DEC 26 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AND
FILED

VOLUNTARY CANCELLATION OF LP
DENGLASS FOODS II, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$105.00

DIVISION OF CORPORATION

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JPB
12-29-03

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CERTIFICATE OF CANCELLATION OF
CERTIFICATE OF LIMITED PARTNERSHIP OF
DENGLASS FOODS II, LTD.

Pursuant to section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of DENGLASS FOODS II, LTD., a limited partnership organized and existing under the Florida Revised Uniform Limited Partnership Act of the State of Florida (the "Partnership"), hereby makes and files 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 canceling the Partnership's Certificate of Limited Partnership issued by the Secretary of State of the State of Florida on February 17, 1992.

1. Name of Partnership. The name of the Partnership is DENGLASS FOODS II, 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 February 17, 1992, and was assigned document number A32602.
3. Reason for Cancellation. The general partner desires to dissolve 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 24th day of December 2003.


GENERAL PARTNERS:

CNL GROWTH PARTNERS, INC.,
a Florida corporation

By: 
Robert A. Bourne, President

CNL GROWTH PARTNERS, LTD.,
a Florida limited partnership,

By: CNL GROWTH PARTNERS, INC.
Its General Partner

By: 
Robert A. Bourne, President

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