

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 12249, Tallahassee, FL 32302

TOLL FREE 1-800-222-2222

A95000001378

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

OK 9/15/95

C. TAX _____
FILING 1750.00
P. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. DASH _____
BALANCE DUE _____
PAID _____

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN 915 DUD
Will Pick Up

RE: CNL Retail Invoices

☐ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☒ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP

THE UNDERSIGNED, hereby makes, acknowledges and files with the Secretary of State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be CNL RETAIL INVESTORS II, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 400 E. South Street, Suite 500, Orlando, Florida 32801, or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Robert A. Bourne
400 E. South St., Suite 500
Orlando, FL 32801

4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER.

James M. Seneff, Jr., General Partner
400 E. South St., Suite 500
Orlando, FL 32801

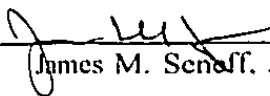
Robert A. Bourne, General Partner
400 E. South Street, Suite 500
Orlando, FL 32801

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

400 E. South St., Suite 500
Orlando, FL 32801

6. TERM. The partnership shall be dissolved on December 31, 2025 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 12th day of September, 1995.

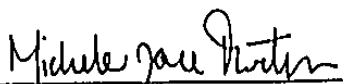
By: 
James M. Seneff, Jr., General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 15 AM 10:13

By: 
Robert A. Bourne, General Partner

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared James M. Seneff, Jr. and Robert A. Bourne, the General Partners of CNL RETAIL INVESTORS II, LTD., known to me to be the persons who executed the foregoing Certificate of Limited Partnership and who acknowledged before me that they executed the Certificate of Limited Partnership for the purposes stated therein. They are personally known to me and did not take an oath. In witness whereof, I have hereunto set my hand and seal this 12th day of September, 1995.


MICHELE JANE TURTON

****Notary Seal****



MICHELE JANE TURTON
My Commission CC441184
Expires Feb. 22, 1996
Bonded by H&A
R00 422 1556

FILED
STATE
SECRETARY OF
DIVISION OF CORPORATIONS
95 SEP 15 AM 10:13

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned, after first being duly sworn, deposes and says that the capital contributions of the Limited Partners of CNL RETAIL INVESTORS II, LTD., are anticipated to be \$2,000,000.00. To date no capital contributions have been made.

SWORN AND SUBSCRIBED as of the 12th day of September, 1995.

By: [Signature]
James M. Seneff, Jr., General Partner

By: [Signature]
Robert A. Bourne, General Partner

Sworn and subscribed to before me by James M. Seneff, Jr. and Robert A. Bourne, the General Partners of CNL RETAIL INVESTORS II, LTD., this 12th day of September, 1995.
They are personally known to me and did not take an oath.

[Signature]
MICHELE JANE TURTON

****Notary Seal****



My Comm.
Expires Feb. 22
Bonded by HAI
No. 422-1888

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 15 AM 10:13

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for CNL RETAIL INVESTORS II, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 12th day of September, 1995.



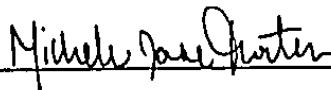
Robert A. Bourne
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 15 AM 10:14

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Robert A. Bourne, known to me to be the person who executed the foregoing Acceptance of Registered Agent. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of September, 1995.



MICHELE JANE TURTON

****Notary Seal****



MICHELE JANE TURTON
My Commission CC441184
Expires Feb. 22, 1999
Bonded by HAI
RNO-422-1555

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
REGISTRATION DIVISION

FILED

06 APR -3 AM 11:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1a. DOCUMENT #
A95006601378

96-AP
CM

CNL RETAIL INVESTORS II, LTD.

400 EAST SOUTH STREET
SUITE 500, ORLANDO
FLORIDA 32801

400 EAST SOUTH STREET
SUITE 500, ORLANDO
FLORIDA 32801

3. Filing Date
FLORIDA 09/15/95

3n. Filing Date
N/A

4. Filing Date
FLORIDA

5a. Capital Contribution
\$2,000,000.00

5b. Filing Date
FLORIDA \$875,000.00

6. Filing Date
59-3351146

7. FILING OF STATUS REQUIRED ☐

\$175 Additional Fee required
for a Certificate of Status

8. FEES: 1. Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if in blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2. Supplemental Fee. \$175 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$175) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
If the amount entered in 5a is greater than amount entered in 5b, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
Note: MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

ROBERT A. BOURNE
400 EAST SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801

10. Registered Agent Signature and Address

Name
Street Address (Not Box Number or P.O. Box Number)

City, State & Zip Code

City

FL

Zip Code

10a. I, the undersigned, being a partner in the partnership, hereby accept the appointment of the undersigned as the registered agent of the partnership for the purposes of filing and receiving notices and documents as required by the provisions of section 607.102, Florida Statutes.

SIGNATURE (The registered Agent Accepting Appointment)

Robert A. Bourne

DATE 12/31/95

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partner

JAMES M. SENEFF, JR.

ROBERT A. BOURNE

11a. Address of Each General Partner
(Do NOT Use Post Office Box Number)

400 EAST SOUTH STREET
SUITE 500

400 EAST SOUTH STREET
SUITE 500

11b. City, State & Zip Code

ORLANDO, FLORIDA
32801

ORLANDO, FLORIDA
32801

11c. Registration Document Number

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

12.

SIGNATURE

Robert A. Bourne

ROBERT A. BOURNE

DATE 12/31/95

Registration Number 407 422-1575

CR2E003 (6/95)