

A95000001378

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Account Name : CNL FINANCIAL GROUP, INC.
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VOLUNTARY CANCELLATION OF LP

CNL RETAIL INVESTORS II, LTD.

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CERTIFICATE OF CANCELLATION OF
CERTIFICATE OF LIMITED PARTNERSHIP OF
CNL RETAIL INVESTORS II, LTD.

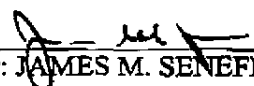
Pursuant to section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being all of the General Partners of CNL Retail Investors II, Ltd., a limited partnership organized and existing under the Florida Revised Uniform Limited Partnership Act of the State of Florida (the "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 September 15, 1995.

1. Name of Partnership. The name of the Partnership is CNL Retail Investors 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 September 15, 1995, and was assigned document number A95000001378.
3. Reason for Cancellation. The general partners mutually agreed 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 19th day of September, 2005.

GENERAL PARTNERS


By: ROBERT A. BOURNE,


By: JAMES M. SENEFF, JR., G.P.

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