

CAPITAL CONNECTION, INC.

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

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TALLAHASSEE, FL 32302-8062

Phone (904) 222-1211

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____

One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

C. TAX _____
 FILING _____ 17.50.00
 R. AGENT FEE _____ 35.00
 C. COPY _____ 52.50
 TOTAL _____ 187.50
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

OK
10/25/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>APK</i>	_____	_____	_____

WALK-IN Will Pick Up *10/25/95*

RE: *CNL Centre 11*

A95000001604

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 - *800001622208*
 Fictitious Name File *10/27/95--01031--005*
****1837.50 ***1837.50*

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.....	95 OCT 25 AM 10:04
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 CENTRE II INVESTORS, 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.
400 E. South St., Suite 500
Orlando, FL 32801

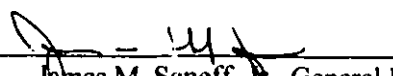
Robert A. Bourne
400 E. South St., Suite 500
Orlando, FL 32801

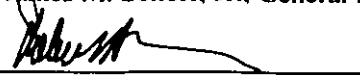
5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

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

6. **TERM.** The partnership shall be dissolved on January 1, 2025 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 23RD day of October, 1995.


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

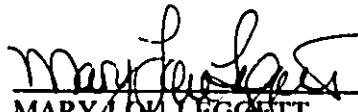
By: 
Robert A. Bourne, General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 25 AM 10:34

**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 CENTRE II INVESTORS, 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 23RD day of October, 1995.

****Notary Seal****
 MARY LOU LEGGETT
My Commission CC306669
Expires Aug. 06, 1997
Bonded by HAI
800-422-1555


MARY LOU LEGGETT
NOTARY PUBLIC, State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 25 AM 10:34

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 CENTRE II INVESTORS, LTD. are anticipated to be \$2,000,00.00. The amount of capital contributions to date of the partners is \$0.00.

SWORN AND SUBSCRIBED as of the 23RD day of October, 1995.

By: _____

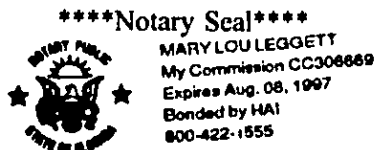
James M. Seneff, Jr.,
General Partner

By: _____

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 CENTRE II INVESTORS, LTD. this 23rd day of October, 1995.

They are personally known to me and did not take an oath.



MARY LOU LEGGETT
NOTARY PUBLIC, State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 25 AM 10:34

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation

as Registered Agent for CNL CENTRE II INVESTORS, LTD. and the obligations imposed on him

as Registered Agent pursuant to the Florida Revised Uniform Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 23RD day of October, 1995.




Robert A. Bourne,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 25 AM 10:34

**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 23rd day of October, 1995.

****Notary Seal****

MARY LOU LEGGETT
My Commission CC308669
Expires Aug. 08, 1997
Bonded by HAI
800-422-1555


MARY LOU LEGGETT
NOTARY PUBLIC, State of Florida

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$800 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 APR -3 AM 11: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #

A95 600001604

CNL CENTRE II INVESTORS, LTD.

96-AR
CM

Mailing Address

Principal Office Address

400 EAST SOUTH ST, SUITE 500 400 EAST SOUTH ST, SUITE
ORLANDO, FLORIDA 32801 500
ORLANDO, FLORIDA 32801

2. New Mailing Address, if Applicable

Suite Apt # etc

City State & Zip

400001776244

2a. New Principal Office Address, if Applicable

400001776244

Suite Apt # etc

City State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA 10/25/95

3a. Date of Last Report

4. State or Country of Formation
FLORIDA

5a. Capital Contributions as Shown
on Record

2,000,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$1,000,000.00

6. FEI Number

59-3343112

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 or amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
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. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite Apt # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.197, 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)

Robert A. Bourne

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(s) of General Partner(s)

ROBERT A. BOURNE
JAMES M. SENEFF, JR.

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

400 EAST SOUTH ST,
SUITE 500
400 EAST SOUTH ST,
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. 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

Robert A. Bourne

DATE

12/31/95

Typed or Printed Name of General Partner Signing Form

ROBERT A. BOURNE

Telephone Number

407 422-1575

CR2E003 (6/95)