

**AA5000001633**

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To:

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

From:

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

**VOLUNTARY CANCELLATION OF LP**  
**CNL RETAIL INVESTORS III, LTD.**

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF CANCELLATION OF  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
CNL RETAIL INVESTORS III, LTD.

Pursuant to section 620.113 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of CNL RETAIL INVESTORS III, 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 October 31, 1995.

1. Name of Partnership. The name of the Partnership is CNL RETAIL INVESTORS III, 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 October 31, 1995, and was assigned document number A95000001633.

3. Reason for Cancellation. The general partners desire 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 30<sup>th</sup> day of January, 2004.

GENERAL PARTNERS:

By: 

Robert A. Bourne

By: 

James M. Seneff, Jr.

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