

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 24-8177
 Mailing Address: Post Office Box 10049, Tallahassee, FL 32302
 TOLL FREE No. 1-800-421-0022
 FAX (904) 222-2277

No 52579

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 \$ _____

3/22/96
 n/c
 G. TAX _____
 FILING 17.50
 R. AGENT FEE 3.50
 G. COPY 52.50
 TOTAL 183.75
 N. DARR _____
 BALANCE DUE _____
 PAID _____

| REQUEST | TAKEN | CONFIRMED | APPROVED |
|---------|----------------|-----------|--------------|
| DATE | <u>3/22/96</u> | | |
| TIME | <u>9:30</u> | | CK No. _____ |
| BY | <u>CD</u> | | |

WALK-IN
 Will Pick Up _____

| | C.C. FEE. | DISBURSED |
|-----------------------------|-----------|-----------|
| 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

AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL RETAIL INVESTORS IV, LTD.

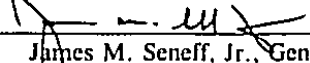
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 22 AM 10:29

THE UNDERSIGNED, acting as organizer of CNL RETAIL INVESTORS IV, LTD. (the "Partnership"), hereby makes, adopts and files this Affidavit and Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), codified as Part I, Chapter 620, Florida Statutes, as amended (the "Act"), and swears to the following:

1. Name. The name of the Partnership is "CNL RETAIL INVESTORS IV, LTD."
2. Location of Record Keeping Office. The location of the record keeping office of the Partnership is 400 East South Street, Suite 500, Orlando, Florida 32801.
3. Registered Office and Agent. The initial registered office of the Partnership shall be located at, and the initial registered agent of the Partnership shall be ROBERT A. BOURNE, 400 East South Street, Suite 500, Orlando, Florida 32801.
4. Name and Business Address of the General Partner. The name of the General Partners for this Partnership are JAMES M. SENEFF, JR. and ROBERT A. BOURNE. The business address of the General Partner is 400 East South Street, Suite 500, Orlando, Florida 32801.
5. Mailing Address of Partnership. The mailing address of the Partnership is 400 East South Street, Suite 500, Orlando, Florida 32801.
6. Term of the Partnership. The Partnership shall continue in existence until December 31, 2026, unless sooner terminated, liquidated or dissolved by law in accordance with the Partnership Agreement.
7. Contributions by Limited Partners. The Limited Partners have made no capital contributions to the Partnership as of the date of this filing. The General Partners estimate that capital contributions by all Limited Partners will aggregate \$ 3,000,000.

IN WITNESS WHEREOF, the parties hereto have sworn to and executed this Affidavit and Certificate of Limited Partnership this 15th day of March, 1996.

CNL RETAIL INVESTORS IV, LTD.

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

By: 
Robert A. Bourne, General Partner

STATE OF FLORIDA)
 : SS
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared JAMES M. SENEFF, JR. and ROBERT A. BOURNE, each known by me personally and each of whom acknowledged to me, under oath, that he executed the foregoing Affidavit and Certificate of Limited Partnership, as General Partner, as his free act and deed and for the purposes therein set forth with full authority in the premises.

WITNESS my official hand and seal this 15th day of March, 1996.

*****NOTARIAL SEAL*****



MARY LOU LEGGETT
My Commission CC306680
Expires Aug. 08, 1997
Bonded by HAI
800-422-1856

Mary Lou Legett

NOTARY PUBLIC, State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 AM 10:30

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CNL RETAIL INVESTORS IV, LTD.

desiring to organize as a limited partnership under the laws of the State of Florida with its registered office at

400 East South Street, Suite 500
Orlando, Florida 32801

has named and designated

ROBERT A. BOURNE

as its Registered Agent to accept service of process within the State of Florida.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 22 AM 10:30

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 15th day of March, 1996.



ROBERT A. BOURNE
Registered Agent