

CAPITAL CONNECTION, INC.
 417 N. Virginia St., Suite 100, Tallahassee, FL 32302 (904) 222-8600
 Mail: Address: P.O. Box 10009, Tallahassee, FL 32302
 TOLL FREE: 1-800-34-3002
 FAX: (904) 222-0222

A96000001989

RE CIVIL RIGHTS VS VI
 Ltd.

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 \$ _____

mk
 J. TAX _____
 FILING 1750.00
 R. AGENT FEE 35.00
 C. COPY 52.50
 TOTAL 1837.50
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>10/28</u>		
TIME			CK No. _____
BY			

WALK-IN
 Will Pick Up 10:00 *[Signature]*

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 _____

4000019892714--0
 FEE.....10/31/96 01087--016

DISBURSED.....***1837.50 ***1837.50

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, 16% per Annum.

THANK YOU
 from
 Your Capital Connection

**AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF**

CNL RETAIL INVESTORS VI, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 12:38

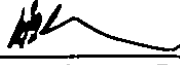
THE UNDERSIGNED, acting as organizer of CNL RETAIL INVESTORS VI, LTD. ("Partnership"), hereby makes, adopts and files this Affidavit and Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), codified as Part 1, Chapter 620, Florida Statutes, as amended (the "Act"), and swears to the following:

1. Name. The name of the Partnership is "CNL RETAIL INVESTORS VI, 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 21th day of October 1996.

CNL RETAIL INVESTORS VI, 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 21th day of October, 1996.



MARY LOU LEGGETT
My Commission 00000000
Expires Aug. 08, 1997
Bonded by HAI
800-422-1855

Mary Lou Leggett

NOTARY PUBLIC State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 12:32

**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 VI, 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.

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 21th day of October, 1996.



ROBERT A. BOURNE
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 28 PM 12:32

CAPITAL CONNECTION, INC.

417 E. Virginia St., Savannah, GA 31201 (404) 233-8700

Mailing Address: P.O. Box 1049, Tallahassee, FL 32302

TOLL FREE No. 1-800-333-8700

FAX (404) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Serv. Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TAX FILING 52.50
R. AGENT FEE 52.50
G. COPY 105.00
TOTAL 210.00
Y. BANK
BALANCE DUE
REFUND

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY PAK _____

WALK-IN Will Pick Up 10:30 12:00

	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/Restatement		
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.....0000001396640--7

DISBURSED.....****05.00 ****105.00

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 AMENDMENT
TO
CNL RETAIL INVESTORS VI, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 30 AM 11:26

THE UNDERSIGNED, acting on behalf of CNL RETAIL INVESTORS VI, LTD. ("Partnership"), hereby makes, adopts, and files this Certificate of Amendment for the purposes of amending the Certificate of Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), codified as Part 1, Chapter 620, Florida Statutes, as amended (the "Act"), and swears to the following:

1. Name. The name of the Partnership is "CNL RETAIL INVESTORS VI, LTD."
2. Commencement Date. The Certificate of Limited Partnership was originally filed with the State of Florida on October 28, 1996.
3. Names of General Partners. The names of the General Partners for this Partnership shall be JAMES M. SENEFF, JR., ROBERT A. BOURNE, and PHILLIP C. GOLDSTICK.

IN WITNESS WHEREOF, the parties hereto have sworn to and executed this Affidavit and Certificate of Amendment this 29 day of October, 1996.

CNL RETAIL INVESTORS VI, LTD.

By: Phillip C. Goldstick

Phillip C. Goldstick, General Partner

STATE OF Illinois)
COUNTY OF Cook) : ss

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared **PHILLIP C. GOLDSTICK**, who is personally known to me and who acknowledged to me, under oath, that he executed the foregoing Affidavit of Amendment, 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 29th day of October, 1996.

** NOTARIAL SEAL **

