

# A97000002616

12/02/97 FLORIDA DIVISION OF CORPORATIONS 5:06 PM  
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((H97000019894 9)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036  
CONTACT: KYLE L WHITE  
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: CNL PLAZA, LTD.  
AUDIT NUMBER.....H97000019894  
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
CERT. OF STATUS..0 PAGES.....46  
CERT. COPIES.....1 DEL.METHOD.. FAX  
EST.CHARGE.. \$1,837.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED AS OF TODAY, DECEMBER 3, 1997.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KYLE WHITE.

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Please note that this limited partnership is being filed following the name change  
of CNL Plaza Limited, A97000001161, which changed its name to CNL Corporate Investors, Ltd.

If you have any questions, please do not hesitate to call me.

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	
W. P. Verifier	<i>[Signature]</i>

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

CNL PLAZA, LTD.

The undersigned, hereby makes, acknowledges and files with the Secretary of State of the 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 PLAZA, LTD.
- 2. LOCATION OF PRINCIPAL PLACE OF BUSINESS: The principal place of business of the partnership shall be located at 400 East South Street, Suite 500, Orlando, Florida 32801.
- 3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS:  
Robert A. Bourne  
400 East South Street, Suite 500  
Orlando, Florida 32801
- 4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER:  
St. Joe/CNL Realty Group, Ltd. A97-2615  
400 East South Street, Suite 500  
Orlando, Florida 32801
- 5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP:  
400 East South Street, Suite 500  
Orlando, Florida 32801

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This document was prepared by:

TIMOTHY J. MANOR, ESQ.

Florida Bar Number: 188266

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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6. TERM. The partnership shall be dissolved on June 30, 2025 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 2nd day of December, 1997.

GENERAL PARTNER:

ST. JOE/CNL REALTY GROUP, LTD.,  
as General Partner

By: CNL CORPORATE VENTURE, INC.  
its General Partner

By:



Robert A. Bourne, President

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the anticipated capital contributions of the Limited Partners of CNL PLAZA, LTD. are \$10,000,000. No additional capital contributions by the Limited Partners are required at this time.

FURTHER AFFIANT SAYETH NOT.

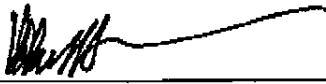
*Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.*

EXECUTED this 2nd day of December, 1997.

GENERAL PARTNER:

ST. JOE/CNL REALTY GROUP, LTD.,  
as General Partner

By: CNL CORPORATE VENTURE, INC.  
its General Partner

By:   
Robert A. Bourne, President

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for CNL PLAZA, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 2nd day of December, 1997.



Robert A. Bourne, Registered Agent

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