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LOWNDES DROSDICK

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

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NAME: CNL/ASPEN COVE, LTD.

AUDIT NUMBER.....H97000020073

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 3

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, hereby makes 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/Aspen Cove, Ltd.

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 250 International Parkway, Suite 220, Heathrow, Florida 32746, or at such other place or places as the General Partners shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

Gerald D. Ogier
250 International Drive, Suite 220
Heathrow, Florida 32746

4. **NAME AND BUSINESS ADDRESS OF GENERAL PARTNER.**

Aspen Cove Development, Inc.
250 International Drive, Suite 220
Heathrow, Florida 32746

897-91321

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

250 International Drive, Suite 220
Heathrow, Florida 32746

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This document was prepared by:

LOREN A. JOHNSON, ESQ.

Florida Bar Number: 339350
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
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(407) 843 4600

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6. TERM. The partnership shall be dissolved on December 31, 2037 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 28th day of November, 1997.

GENERAL PARTNER

Aspen Cove Development, Inc.

By: 

Its 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 capital contribution of the Limited Partner of CNL/Aspen Cove, Ltd. is \$1,000. The anticipated amount of additional capital contributions of the limited partner is property having a value of \$1,436,000.

FURTHER AFFIANT SAYETH NOT.

Under the 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 28th day of November, 1997.

GENERAL PARTNER

Aspen Cove Development, Inc.

By: Gerald D. Ogier
Its President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Gerald D. Ogier, accepts his designation as Registered Agent for CNL/Aspen Cove, 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 28th day of November, 1997.

Gerald D. Ogier
Gerald D. Ogier
Registered Agent

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