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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 648-8920

A98-2676

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FLORIDA LIMITED PARTNERSHIP

ST. JOE/CNL LEGACY POINT I, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,846.25

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
ST. JOE/CNL LEGACY POINT I, 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 ST. JOE/CNL LEGACY POINT I, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS: The principal place of business of the partnership shall be located at 400 East South Street, Orlando, Florida 32801.

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

Kyle L. WhiteJohnson
400 East South Street
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER:

St. Joe/CNL Realty Group, Ltd.
400 East South Street
Orlando, Florida 32801

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5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP:

400 East South Street
Orlando, Florida 32801

This document was prepared by:
Kyle L. WhiteJohnson
CNL Group, Inc.
400 East South Street, Suite 500
Orlando, Florida 32801
407/650-1000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


6. TERM. The partnership shall be dissolved on December 31, 2030 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 4th day of December, 1998.

GENERAL PARTNER:

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

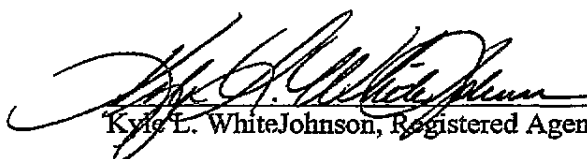
By: CNL CORPORATE VENTURE, INC.,
its General Partner

By: 
Kyle L. WhiteJohnson,
Assistant Secretary

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Kyle L. WhiteJohnson, accepts her designation as Registered Agent for ST. JOE/CNL LEGACY POINT I, LTD. and the obligations imposed on her as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 4th day of December, 1998.


Kyle L. WhiteJohnson, Registered Agent

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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 contributions to date of the Limited Partners of ST. JOE/CNL LEGACY POINT I, LTD. are \$0.00. The anticipated amount of additional capital contributions of the limited partners is \$13,000,000.00.

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 4th day of December, 1998.

GENERAL PARTNER:

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

By: CNL CORPORATE VENTURE, INC.,
its General Partner

By: 

Kyle L. WhiteJohnson,
Assistant Secretary

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