

12/4/98 FAX 407 648 8921 CNL CORPORATE SERVICES 001/004  
Division of Corporations Page 1 of 1  
**A98000002680**

Florida Department of State  
Division of Corporations  
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Sandra B. Mortham, Secretary of State

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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

**\*PLEASE NOTE:** The corporate general partner of this limited partnership is being filed this date under Fax Audit No. H98000022647 5. Please coordinate these filings. Thank you.

**FLORIDA LIMITED PARTNERSHIP**

**CNL POINT INVESTORS, LTD.**

Certificate of Status	1
Certified Copy	1
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**A98-2680**

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CERTIFICATE OF LIMITED PARTNERSHIPOFCNL POINT INVESTORS, 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 POINT INVESTORS, 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:

CNL Point Investors, Inc.  
400 East South Street  
Orlando, Florida 32801

898-101357

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP:

400 East South Street  
Orlando, Florida 32801

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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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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:

CNL POINT INVESTORS, INC.

By: 

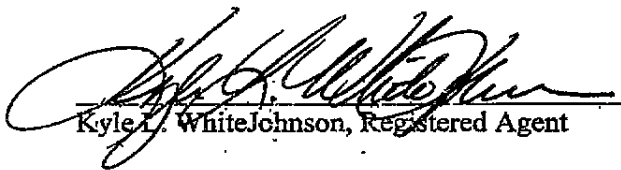
Kyle L. WhiteJohnson  
Assistant Secretary

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Kyle L. WhiteJohnson, accepts her designation as Registered Agent for CNL POINT INVESTORS, 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 CNL POINT INVESTORS, LTD. are \$0.00. The anticipated amount of additional capital contributions of the limited partners is \$6,500,000.00.

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:

CNL POINT INVESTORS, INC.

By: 

Kyle L. WhiteJohnson  
Assistant Secretary

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