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I INDA A. SCARCEULI

: CNL FINANCIAL GROUP, INC. Effective Date Account Name

Account Number: 113615003626 Phone

(407) 650-1000

Fax Number

(407) 540-2699

DISS/TERM/CANCEL/REV OF LP/LLP

CNL LEGACY PLACE, LTD.

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FOR CNL LEGACY PLACE, LTD.

Effective Date 1931

Pursuant to the provisions of section 620.1203, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on September 30, 1999, hereby submits this Certificate of Dissolution.

FIRST: Reason for Dissolution. The general partners mutually agreed to dissolve the Partnership. As a result the Partnership has been dissolved, all distributions and obligations resolved.

SECOND: <u>Effective Date of Dissolution</u>. The Certificate of Dissolution shall be effective on December 31, 2006.

EXECUTED this _____ day of December, 2006. ...

GENERAL PARTNER

CNL LEGACY PLACE, INC.

Ву: W____