

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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

From: LINDA A. SCARCELLI
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN LIMITED PARTNERSHIP

CNL Restaurant Net Lease Holdings, LP

Certificate of Status	1
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Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Restaurant Net Lease Holdings, LP
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. May 30, 2000
(State of Formation) (Date of Formation)
5. Michael L. Wood
(Name of Registered Agent for Service of Process)
6. 450 So. Orange Avenue
(Street Address of Registered Office)
- Orlando, Florida 32801
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Michael L. Wood
(Agent must sign on this line)
8. 450 So. Orange Avenue, Orlando, FL 32801
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS | STREET ADDRESS |
|------------------------------|---------------------------------------------------------------|
| <u>CNL APF GP Corp.</u> | <u>F 98000003037 450 So. Orange Avenue, Orlando, FL 32801</u> |
| | |
| | |
10. CNL APF GP Corp., 450 So. Orange Avenue, Orlando, FL 32801
(Office where Names, Addresses and Contributions of Limited Partners are kept)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. P. O. Box 4920, Orlando, FL 32801

(Mailing Address of Limited Partnership)

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

This 21st day of December, 2000

Michael I. Wood
General Partner

STATE OF Florida

COUNTY OF Orange

On this 21st day of December, 2000

Michael I. Wood personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of

Linda A. Scarcelli
(Notary Public Signature)

Linda A. Scarcelli
(Notary's Printed Name)



Linda A. Scarcelli
My Commission CC817879
Expires April 25, 2003

Seal

My Commission Expires:

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Michael I. Wood, EVP and COO of CNL APF GP Corp., as
a general partner of CNL Restaurant Net Lease Holdings, LP, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 4,999.50.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ None.

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

This 21st day of December, 2000

Michael I. Wood
General Partner

STATE OF Florida

COUNTY OF Orange

On this 21st day of December, 2000

Michael I. Wood, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Linda A. Scarcelli
(Notary Public Signature)



Linda A. Scarcelli
My Commission CC817879
Expires April 25, 2003

LINDA A. SCARCELLI

(Notary's Printed Name)

Seal

My Commission Expires:

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESTAURANT NET LEASE HOLDINGS, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: H00000066648 7 9862982

DATE: 12-19-00