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To: Division of Corporations
Fax Number : (850) 205-0383

From: SUZANNE M. McLAUGHLIN
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

DIVISION OF CORPORATION

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FOREIGN LIMITED PARTNERSHIP

CNL Retirement MA3 California, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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

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1. CNL Retirement MA3 California, 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.")

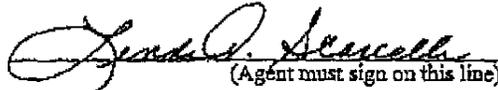
3. Delaware 4. 11/19/2002
(State of Formation) (Date of Formation)

5. Linda A. Scarcelli
(Name of Registered Agent for Service of Process)

6. 450 S. Orange Avenue
(Street Address of Registered Office)

Orlando Florida 32801
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:


(Agent must sign on this line)

8. 450 S. 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
#M02000003114
CNL Retirement MA3 GP Holding, LLC, 450 S. Orange Ave, Orlando FL 32801

10. 450 S. 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. PO Box 4920, Orlando FL 32802-4920

(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.

Signed this 20th day of November 2002

Linda A. Scarcelli

General Partner

Linda A. Scarcelli, Asst. Secretary of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 20th day of November 2002

Linda A. Scarcelli, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of

Suzanne M. McLaughlin
(Notary Public Signature)

Suzanne M. McLaughlin

(Notary's Printed Name)

Seal

My Commission Expires:



Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Linda A. Scarcelli, Asst. Secretary of CNL Retirement MA3 GP Holding, LLC a general partner of CNL Retirement MA3 California, 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 \$ 4,950.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0

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.

Signed this 20th day of November, 2002

Linda A. Scarcelli
General Partner
Linda A. Scarcelli, Asst. Secretary of General Partner

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

On this 20th day of November, 2002

Linda A. Scarcelli, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Suzanne M. McLaughlin
(Notary Public Signature)

Suzanne M. McLaughlin
(Notary's Printed Name)

Seal My Commission Expires: _____

 Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

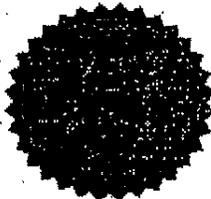
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT M&S CALIFORNIA, 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 TWENTIETH DAY OF NOVEMBER, A.D. 2002.

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

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2101034

DATE: 11-20-02

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