

10/05/2004 11:00 FAX

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Florida Department of State
Division of Corporations
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To:

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

From:

Kathleen M. Walkling
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

RECEIVED
04 OCT -5 PM 12:53
DIVISION OF CORPORATIONS

FOREIGN LIMITED PARTNERSHIP

CNL INCOME MAMMOTH, LP

FILED
04 OCT -5 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

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

1. CNL INCOME MAMMOTH, 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. 9/29/2004
(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 32801-3336
(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 32801-3336
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
CNL INCOME MAMMOTH GP, LLC 450 S ORANGE AVENUE, ORLANDO FL 32801
7704.4140
10. 450 S ORANGE AVENUE, ORLANDO, FL 32801-3336
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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 04 OCT - 5 AM 9:33
 FALLAIASSE, FLORIDA

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 30 day of September, 2004

By: Charles A. Miller, Manager of the GP, CNL Income Mammoth GP, LLC


General Partner

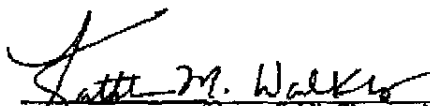
STATE OF FLORIDA

COUNTY OF ORANGE

On this 30 day of September, 2004

CHARLES A. MULLER

, personally appeared before me

☒ who is personally known to me☐ whose identity I proved on the basis of
(Notary Public Signature)

KATHLEEN M. WALKLING

(Notary's Printed Name)

Kathleen M. Walkling
My Commission DD224988
Expires June 22, 2007

Seal

My Commission Expires: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 OCT -5 AM 9:37

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Charles A. Muller, Manager of CNL Income Mammoth GP, LLC
 a general partner of CNL Income Mammoth, 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 \$ 4,995.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,995.00.

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 30 day of September, 2004.

By: Charles A. Muller, Manager of the GP, CNL Income Mammoth GP, LLC

Charles A. Muller
 General Partner

STATE OF Florida

COUNTY OF Orange

On this 30 day of September, 2004

Charles A. Muller, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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Kathleen M. Walkling
 (Notary Public Signature)



Kathleen M. Walkling
 My Commission DD224002
 Expires June 22, 2007

Kathleen M. Walkling
 (Notary's Printed Name)

Seal

My Commission Expires: _____

10/05/2004 11:01 FAX

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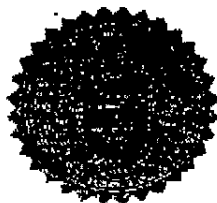
FROM CT WILMINGTON - 302_655_4236 GROUP 6 (THU) 9. 30' 04 14:45/ST. 14:27/NO. 4260103314 P 70

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME MAMMOTH, 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 THIRTIETH DAY OF SEPTEMBER, A.D. 2004.



3861921 8300

040704999

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3384199

DATE: 09-30-04