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From: Karen L. DiDea (Direct Dial No 407/418-6462)
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ATTORNEY NO. 424
CLIENT NO. 914097
MATTER NO. 59805

PLEASE ARRANGE FILING OF THESE ARTICLES OF MERGER WITH AN EFFECTIVE DATE OF TODAY, SEPTEMBER 1, 1999, AND RETURN EVIDENCE OF THE CERTIFIED FILING TO ME TODAY VIA FAX. THANKS! Karen

MERGER OR SHARE EXCHANGE

CNL FINANCIAL SERVICES, LP

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Estimated Charge	\$105.00

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ARTICLES OF MERGER
Merger Sheet

MERGING:

CNL Financial Services, Inc., A Florida Corporation
,

INTO

CNL FINANCIAL SERVICES, LP, LTD., a Delaware entity, B99000000327

File date: September 1, 1999

Corporate Specialist: Michael Mays

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**ARTICLES OF MERGER
MERGING
CNL FINANCIAL SERVICES, INC.
A FLORIDA CORPORATION
INTO
CNL FINANCIAL SERVICES, LP,
A DELAWARE LIMITED PARTNERSHIP**

Pursuant to Section 607.1109 of the Florida General Corporation Act (the "Act") the undersigned have duly executed these Articles of Merger and state as follows:

1. The name and state of incorporation or formation of the constituent entities are:
 - a. CNL Financial Services, Inc., a Florida corporation.
 - b. CNL Financial Services, LP, a Delaware limited partnership.
2. Pursuant to that certain Agreement and Plan of Merger dated September 1, 1999, between CNL Financial Services, Inc., a Florida corporation and CNL Financial Services, LP, a copy of which is attached hereto as Exhibit A (the "Plan"), CNL Financial Services, Inc. (the "Corporation") shall be merged with and into CNL Financial Services, LP (the "Partnership") (the "Merger").
3. Upon the Merger, the surviving entity shall be CNL Financial Services, LP, the principal office of which is 1209 Orange Street, Wilmington, Delaware 19801.
4. Upon the Merger, CNL Financial Services, LP shall be deemed to have appointed the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation, or the rights of any dissenting shareholders, of the Corporation. Further, CNL Financial Services, LP has agreed to promptly pay to all dissenting shareholders of the Corporation the amount, if any, to which they are entitled pursuant to Section 607.1302 of the Act.
5. The Merger is permitted under the laws of the State of Delaware, the place of formation of CNL Financial Services, LP.
6. The Merger shall be effective upon the filing of a Certificate of Merger in the office of the Secretary of State of Delaware and the filing of these Articles of Merger in the office of the Florida Department of State.
7. The sole general partner and the sole limited partner of CNL Financial Services, LP have unanimously approved the Plan.

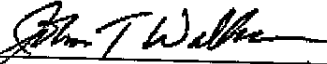
This document was prepared by:
Loran A. Johnson, Esquire - Florida Bar Number 339350
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P.O. Box 2809, Orlando, Florida 32802-2809
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8. The Board of Directors of the Corporation unanimously approved the Plan by written consent dated September 1, 1999, and the sole shareholder of the Corporation also approved the Plan by written consent dated September 1, 1999, the vote being sufficient for the approval thereof.

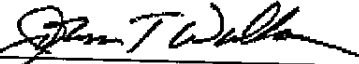
IN WITNESS WHEREOF, CNL Financial Services, Inc. and CNL Financial Services, LP have caused these Articles of Merger to be duly executed this 1st day of September, 1999.

CNL FINANCIAL SERVICES, INC.,
a Florida corporation

By: 
John T. Walker, President

CNL FINANCIAL SERVICES, LP

By: CNL Financial Services GP Corp.,
a Delaware corporation,
its general partner

By: 
John T. Walker, President

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

by and between

CNL FINANCIAL SERVICES, INC.

and

CNL FINANCIAL SERVICES, LP

Agreement and Plan of Merger ("Agreement"), by and between CNL Financial Services, Inc. (the "Corporation"), a Florida corporation, and CNL Financial Services, LP (the "Partnership"), a Delaware limited partnership, pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "Act").

Whereas, the Partnership is a limited partnership organized and existing under the Act, its Certificate of Limited Partnership having been filed with the Secretary of State of the State of Delaware on August 23, 1999; and

Whereas, the board of directors and sole stockholder of the Corporation and the general partner and limited partner of the Partnership deem it advisable to merge the Corporation with and into the Partnership (the "Merger") pursuant to this Agreement.

Now Therefore, in consideration of the premises and the mutual benefits to be derived from this Agreement, the parties hereto hereby adopt and approve this Agreement, whereby at the Effective Date of the Merger (as defined in Section 1 hereof) the Corporation shall be merged with and into the Partnership in accordance with the applicable laws of the State of Florida and the Act and the Partnership shall be the surviving entity, and the parties agree as follows:

Section 1. Execution of Agreement. This Agreement has been executed, certified and acknowledged by each of the general partner of the Partnership, on behalf of the Partnership, and the Corporation on the date hereof and a Certificate of Merger (the "Certificate") shall be delivered to the proper officials of the State of Delaware for filing and recording in accordance with applicable law as soon as possible after the date hereof and Articles of Merger (the "Articles") shall be delivered to the proper officials of the State of Florida for filing and recording in accordance with applicable law as soon as practicable after the date hereof. This Agreement and the Merger contemplated herein

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shall become effective upon filing of the Certificate and the Articles (the "Effective Date"). At the Effective Date, the separate existence of the Corporation shall cease (except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger with and into a limited partnership) and the Corporation shall be merged with and into the Partnership, which shall be the surviving entity.

Section 2. Taking of Necessary Action. The general partner of the Partnership, on behalf of the Partnership, and the Corporation shall take all such action as may be necessary or appropriate to effect the transactions contemplated hereby.

Section 3. Effect of Merger on Capital Stock of the Corporation. At the Effective Date of the Merger, each share of the common stock of the Corporation outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger and without further action by the board of directors of the Corporation, be canceled automatically, without any consideration in respect thereof.

Section 4. Effect of Merger on Partnership Interests of the Partnership. The general and limited partnership interests of the Partnership outstanding immediately after the Effective Date of the Merger shall be exactly the same as the general and limited partnership interests of the Partnership outstanding immediately prior to the Effective Date of the Merger.

Section 5. Effect of Merger on Organizing Documents of the Partnership. The Certificate of Limited Partnership and the Agreement of Limited Partnership of the Partnership immediately after the Effective Date of the Merger shall be exactly the same as the Certificate of Limited Partnership and the Agreement of Limited Partnership of the Partnership immediately prior to the Effective Date of the Merger.

Section 6. Name and Business Address of General Partner. The name and business address of the sole general partner of the Partnership are:

CNL Financial Services GP Corp.
400 E. South Street
Orlando, FL 32801

Section 7. Severability. If any immaterial part of this Agreement shall be declared invalid, such decision shall not affect the validity of the remaining portion, which shall remain in full force and effect.

Section 8. Governing Law. The terms and provisions of this Agreement shall be interpreted in accordance with and governed by the laws of the State of Delaware, without giving effect to the doctrine of conflict of laws.

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In Witness Whereof, the parties hereto have executed and delivered this Agreement on this 1st day of September, 1999 with the express intent that it be effective as of the Effective Date (as defined herein).

CNL FINANCIAL SERVICES, INC.

By: _____
John T. Walker, President

CNL FINANCIAL SERVICES, LP

By: CNL Financial Services GP Corp.
A Delaware corporation
Its general partner

By: _____
John T. Walker, President

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