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F00000003441

Florida Department of State
Division of Corporations
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To: Pamela Smith
Division of Corporations
Fax Number : (850) 205-0380

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

Happy Holidays - Thank you!

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WITHDRAWAL OF FOREIGN CORPORATION

CNL RESTAURANT NET LEASE GP HOLDING CORP.

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FLORIDA DEPT OF STATE 0002



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 28, 2004

CNL RESTAURANT NET LEASE GP HOLDING CORP.
P.O. BOX 4920
ORLANDO, FL 32802

SUBJECT: CNL RESTAURANT NET LEASE GP HOLDING CORP.
REF: F00000003441

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please correct the current mailing address for the corporation on the withdrawal form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

FAX Aud. #: H04000253830
Letter Number: 604A00071738

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

CNL RESTAURANT NET LEASE GP HOLDING CORP.

(Name of Corporation)

(Document Number of Corporation (if known))

DELAWARE

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

P.O. Box 4920

(Mailing Address)

ORLANDO, FL 32802

(City/ State /Zip)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

(Signature of a Director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

12/28/04

(Date)

Robert E. Lawless

(Typed or printed name of person signing)

Senior VP and Treasurer

(Title of person signing)

FILING FEE \$35