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WITHDRAWAL OF FOREIGN CORPORATION

CNL AMERICAN PROPERTIES FUND, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Withdrawal

08/07/03

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

CNL American Properties Fund, Inc.
(Name of Corporation)

Maryland
(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:

450 S. Orange Avenue
(Mailing Address)

Orlando, FL 32801-3336
(City/ State /Zip)

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



Signature of the chairman or vice chairman of the board, President Title
President, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Curtis B. McWilliams
Typed or printed name
August 4, 2003
Date