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CNL TAX ACCOUNTING

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To: Division of Corporations  
Fax Number : (850) 205-0380  
Kathleen M. Walking

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

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DISSOLUTION

CNL GROWTH PARTNERS, INC.

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ARTICLES OF VOLUNTARY DISSOLUTION  
OF  
CNL GROWTH PARTNERS, INC.

I, Robert A. Bourne, President of CNL GROWTH PARTNERS, INC., hereby  
certify as follows:

1. The name of the Corporation is CNL GROWTH PARTNERS, INC.
2. The dissolution of the Corporation was duly authorized, consented to, and  
unanimously approved by a Written Consent of the Shareholders and the  
Board of Directors dated the 23<sup>rd</sup> day of December, 2003. The number of  
votes cast by the Shareholders of the single class of stock was sufficient for  
approval.
3. All of the Corporation's liabilities have been paid or provided for.

DATED this 23<sup>rd</sup> day of December, 2003.

CNL GROWTH PARTNERS, INC.

By:   
Robert A. Bourne, President

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