CNL GROUP, INC. D93000/8690 April 20, 1998

Sandra B. Mortham Secretary of State 409 East Gaines Street Tallahassee, FL 32314

900002497029--6 -04/22/98--01015--025 *****35.00 *****35.00

Re: CNL Restaurants VIII, Inc.

Dear Ms. Mortham:

Enclosed you will find the Articles of Voluntary Dissolution for the above named entity with a check in the amount of \$35.00 to cover the fee for filing.

Please file this document immediately upon receipt and send proof of filing to my attention.

If you have any questions regarding the above, please do not hesitate to call me.

Very truly yours.

Me L. WhiteJohnson

Legal Compliance Officer

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ECRETARY OF STATE

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CNL Investment Company □ CNL Securities Corp. □ CNL Properties, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF VOLUNTARY DISSOLUTION OF CNL RESTAURANTS VIII, INC.

- I, Robert A. Bourne, President of CNL RESTAURANTS VIII, INC., hereby certify as follows:
 - 1. The name of the Corporation is CNL RESTAURANTS VIII, INC.
 - 2. The dissolution of the Corporation was duly authorized, consented to, and unanimously approved by a Written Consent to Action of the Board of Directors and Shareholders of the Corporation dated as of the 20th day of April, 1998. 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 20th day of April, 1998.

CNL RESTAURANTS VIII, INC.

Robert A. Bourne, President

This document prepared by:
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407/422-1574