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To: Division of Corporations
Fax Number : (850) 205-0380

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

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DIVISION OF CORPORATIONS

DISSOLUTION

CNL INSTITUTIONAL PARTNERS, INC.

Certificate of Status	1
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SECRETARY OF STATE
ATLANTA, GEORGIA

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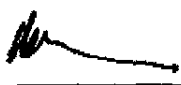
ARTICLES OF VOLUNTARY DISSOLUTION
OF
CNL INSTITUTIONAL PARTNERS, INC.

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

1. The name of the Corporation is CNL INSTITUTIONAL 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 20th day of August, 2004. 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 August, 2004.

CNL INSTITUTIONAL PARTNERS, INC.

By: 
Robert A. Bourne, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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