

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

000002497030--3 -04/22/98--01015--026 *****35.00 *****35.00

Re: CNL Funding Corporation

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,

Myle L. WhiteJohnson Legal Compliance Officer

KLW: smj Enclosure

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MISION OF CORPORAT

Diss 42298

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

FILED 98 APR 21 PM 3: 07

ARTICLES OF VOLUNTARY DISSOLUTION OF

CNL FUNDING CORPORATION

SECRETARY OF STATE TALLAHASSEE, FLORIDA

I, Robert A. Bourne, President of CNL FUNDING CORPORATION, hereby certify as follows:

- 1. The name of the Corporation is CNL FUNDING CORPORATION
- 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 dissolution of the Corporation was approved by the sole Shareholder of the single class of stock.
- 3. All of the Corporation's liabilities have been paid or provided for.

DATED this 20th day of April, 1998.

CNL FUNDING CORPORATION

By:

Robert A. Bourne, President