

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

_____ of _____
 RE: CNL Real Estate
Corporation

P97000039117

C.C. # _____ DISBURSED _____
 Copy to Address ** _____
 J. A. Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File _____
 Foreign Corp. File _____
 Cont. Copy(s) _____

_____ Art. of Amend. File _____
 _____ Dissolution/Withdrawal _____
 _____ C U S - _____
 _____ Fictitious Name File _____

_____ Name Reservation _____
 _____ Annual Report/Reinstatement _____
 _____ Reg. Agent Service _____
 _____ Document Filing _____

_____ Corporate Kit _____
 _____ Vehicle Search _____
 _____ Driving Record 9000002162169--4
 _____ Document Retrieval -05/01/97--01078--008
 ****122.50 ****122.50

_____ UCC 1 or 3 File _____
 _____ UCC 11 Search _____
 _____ UCC 11 Retrieval _____
 _____ File No.'s, _____ Copies _____
 _____ Courier Service _____
 _____ Shipping/Handling _____
 _____ Phone () _____
 _____ Top Priority _____
 _____ Express Mail Prep. _____
 _____ FAX () _____ pgs. _____

97 MAY - 1 PM 3:22

SUBTOTALS _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 5-1-97
 TIME 10:30 CK No. _____
 BY LS _____

WALK-IN _____
 Will Pick Up _____

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE..... \$ _____

RECEIVED
 97 MAY - 1 PM 1:31

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.
 THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
CNL REAL ESTATE CORPORATION**

97 MAY -1 PM 3:22
FILED
STATE OF FLORIDA
TALLAHASSEE

THE UNDERSIGNED, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name and Address

The name of this Corporation shall be CNL REAL ESTATE CORPORATION and its physical and mailing address shall be 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence corporate existence upon the filing of these Articles, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purposes and General Powers

The purposes of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

ARTICLE IV

Capital Stock

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each shares held. Shareholders holding Common Stock shall have no cumulative voting tights in any election of directors of the Corporation.

3. Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its Treasury or otherwise, of the same or any other kind, class, or series as that which he already holds, to purchase his pro rata share or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be Robert A. Bourne, 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE VI

Initial Board of Directors

This Corporation shall have two(2) directors initially. The number of directors may be

either increased or diminished from time to time as provided in the Corporation's bylaws. The names and street addresses of the initial directors of this Corporation are:

James M. Seneff, Jr.
400 East South Street, Suite 500
Orlando, Florida 32801

Robert A. Bourne
400 East South Street, Suite 500
Orlando, Florida 32801

Directors may be removed with or without cause.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles as Incorporator is :
Robert A. Bourne, 400 East South Street, Suite 500, Orlando, Florida 32801.

ARTICLE VIII

Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE IX

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

Conflicts of Interest

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the

directors of this Corporation are pecuniarily or otherwise interested in , or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

Limited Liability of Shareholders

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

Headings and Captions

The headings and captions of these various article are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 30th day of April, 1997.



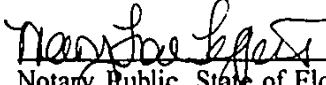
Robert A. Bourne

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th day of April, 1997 by ROBERT A. BOURNE, as Incorporator of CNL REAL ESTATE CORPORATION, on behalf of said corporation. He is personally known to me and did not take an oath.



MARY LOU LEGGETT
My Commission CC306669
Expires Aug. 08, 1997
Bonded by HAI
900-422-1555
SEAL



Notary Public, State of Florida
Commission #: CC306669
My Commission Expires: 8/8/97

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CNL REAL ESTATE CORPORATION

desiring to organize as a corporation under the laws of the State of Florida with its registered office at

400 East South Street, Suite 500, Orlando, Florida 32801

has named and designated


Robert A. Bourne

as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 30th day of April, 1997.



Robert A. Bourne
Registered Agent

FILED
97 MAY - 1 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA