



7. The name and business address of each general partner is:

General Partner

Business Address

<u>CNL Funding 2000-A, Inc.</u>	<u>450 South Orange Avenue, Orlando, Florida 32802</u>
_____	_____
_____	_____
_____	_____
_____	_____

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

450 South Orange Avenue, Orlando, Florida 32802

9. A mailing address for the foreign limited partnership is 450 South Orange Avenue, Orlando, Florida 32802

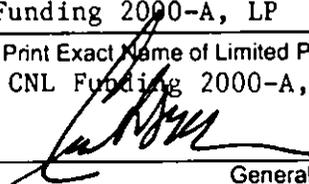
10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

Date: June 19, 2000

CNL Funding 2000-A, LP

Print Exact Name of Limited Partnership Making Application

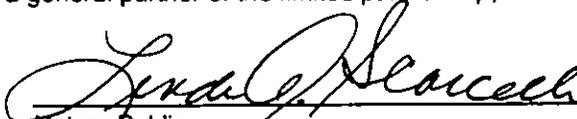
By: CNL Funding 2000-A, Inc., as General Partner

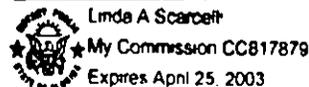
By  General Partner

Curtis B. McWilliams  
Chief Executive Officer

STATE OF FLORIDA  
COUNTY OF Orange

In Orlando, Florida, on this 19th day of June, \_\_\_\_\_, personally appeared before me Curtis B. McWilliams who, being by me first duly sworn, declared that he/~~she~~ ~~is a general partner of~~ is the CEO of the corporate general Partner that he/~~she~~ signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.

  
Notary Public  
My Commission Expires: \_\_\_\_\_





# CNL AMERICAN PROPERTIES FUND, INC.

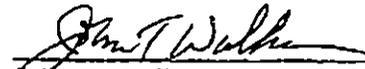
July 19, 2000

State of Rhode Island  
Division of Corporations  
100 N. Main Street  
Providence, RI 02930

Re: Consent of Use of Name of CNL Funding 2000-A, LP

I, John T. Walker, President of CNL American Properties Fund, Inc., a Maryland corporation, do hereby give permission to CNL Funding 2000-A, LP to use such name in the State of Rhode Island.

Very truly yours,

  
John T. Walker  
President

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
JUL 20 11 31 AM '00

CNL APF PARTNERS, LP  
450 S. Orange Avenue  
Orlando, Florida 32801

(407) 650-1000

July 19, 2000

State of Rhode Island  
Division of Corporations  
100 N. Main Street  
Providence, RI 02930

Re: Consent of Use of Name of CNL Funding 2000-A, LP

I, Michael I. Wood, Executive Vice President and Chief Operating Officer of CNL APF GP Corp., a Delaware corporation, as corporate general partner of CNL APF Partners, LP, a Delaware limited partnership, do hereby give permission to CNL Funding 2000-A, LP to use such name in the State of Rhode Island.

Very truly yours,

CNL APF Partners, LP  
By: CNL APF GP Corp., as General Partner

By: Michael I. Wood  
Michael I. Wood  
Executive Vice President

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
JUL 20 11 31 AM '00

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CNL FUNDING 2000-A, LP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE THIRTIETH DAY OF MAY, A.D. 2000, AT 3 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF JUNE, A.D. 2000, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED PARTNERSHIP.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0551669

DATE: 07-11-00