

Filing Fee: \$100.00

ID Number: 119285



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the state of Rhode Island and for that purpose submits the following statement:

1. The name of the limited partnership is CNL Net Lease Funding 2001, LP
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:
CNL Net Lease Funding 2001, LP, a Delaware Limited Partnership
2. The limited partnership is organized under the laws of Delaware
and the date of its formation is 06/14/01
3. The general character of the business it proposes to transact in Rhode Island is:
Owner/Lessor of Commercial Real Property.
4. The name and address of the agent for service of process is C T CORPORATION SYSTEM
10 Weybosset Street (Name of Agent)
Providence, RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)
5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.
6. The address of the office required to be maintain in the state of its organization by the laws or, if not so required, of the principal office of the foreign limited partnership is:
450 South Orange Avenue, Orlando, FL 32801

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

<u>General Partner</u>	<u>Business Address</u>
<u>CNL Net Lease Funding 2001, Inc.</u>	<u>450 South Orange Avenue, Orlando, FL 32801</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, FL 32801

9. A mailing address for the foreign limited partnership is _____
P.O. Box 4920, Orlando, FL 32802-4920

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 22, 2001

CNL Net Lease Funding 2001, LP
Print Exact Name of Limited Partnership Making Application

By *Ischell C. Duane*
General Partner

STATE OF FLORIDA
COUNTY OF ORANGE

In Orlando, FL, on this 22nd day of June, 2001, personally appeared before me Ischell C. Duane of CNL Net Lease Funding, Inc. who, being by me first duly sworn, declared that he/she is a general partner of CNL Net Lease Funding 2001, LP that he/she signed the foregoing document as a general partner of the limited partnership, and that the statements herein contained are true.



Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

Suzanne M. McLaughlin
Notary Public
My Commission Expires: _____

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "CNL NET LEASE FUNDING 2001, LP", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JUNE, A.D. 2001, AT 11:31 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3403831 8100

AUTHENTICATION: 1195135

010291737

DATE: 06-18-01

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:31 AM 06/14/2001
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Certificate of Limited Partnership
of
CNL NET LEASE FUNDING 2001, LP

This Certificate of Limited Partnership of CNL NET LEASE FUNDING 2001, LP (the "**Partnership**") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act.

1. The name of the Partnership is **CNL NET LEASE FUNDING 2001, LP**.
2. The address of the registered office of the Partnership in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The Partnership's registered agent is The Corporation Trust Company.
3. The name and address of the sole general partner of the Partnership is CNL NET LEASE FUNDING 2001, INC., 450 South Orange Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned, constituting the sole general partner of the Partnership, has caused this Certificate of Limited Partnership to be duly executed as of the 14th day of June, 2001.

CNL NET LEASE FUNDING 2001, INC.,
General Partner

By:



Carlo-Edoardo Carlon
Incorporator