

Division of Corporations

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B030000000173

Florida Department of State
Division of Corporations
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((H03000195545 6))

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To: Division of Corporations
Fax Number : (850) 205-0383

From: SUZANNE M. McLAUGHLIN
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

03 MAY 16 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOT RECORDED
AND
FILED

FOREIGN LIMITED PARTNERSHIP

CNL Rose Acquisition OP, LP

RECEIVED
03 MAY 16 AM 9:37
DIVISION OF CORPORATION

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

\$148.75

5-16-03

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. CNL Rose Acquisition OP, LP
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Tennessee 4. 5/06/2003
(State of Formation) (Date of Formation)

5. Linda A. Scarcelli
(Name of Registered Agent for Service of Process)

6. 450 S. Orange Avenue
(Street Address of Registered Office)

Orlando, Florida 32801
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Linda A. Scarcelli
(Agent must sign on this line)

8. 450 S. Orange Avenue, Orlando FL 32801
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS
CNL Rose GP Corp., 450 S. Orange Avenue, Orlando FL 32801

FO300002373

10. 450 S. Orange Avenue, Orlando FL 32801
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAY 16 AM 9:41

APPROVED
AND
FILED

12. PO Box 4920, Orlando FL 32802-4920

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 16th day of May, 2003

Linda A. Scarcelli
General Partner

STATE OF FLORIDA
Linda A. Scarcelli, Assistant Secretary of General Partner

COUNTY OF ORANGE

On this 16th day of May, 2003


Linda A. Scarcelli, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Suzanne M. McLaughlin
(Notary Public Signature)

Suzanne M. McLaughlin
(Notary's Printed Name)

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

Seal

My Commission Expires: _____

03 MAY 16 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Linda A. Scarcelli, Assistant Secretary of CNL Rose GP Corp.

a general partner of CNL Rose Acquisition OP, LP, a (an) Tennessee

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 500,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,995.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 16th day of May, 2003.

Linda A. Scarcelli
General Partner

Linda A. Scarcelli, Assistant Secretary of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 16th day of May, 2003,

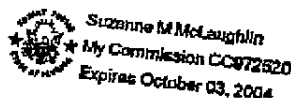
Linda A. Scarcelli, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Suzanne M. McLaughlin
(Notary Public Signature)

Suzanne M. McLaughlin
(Notary's Printed Name)

Seal My Commission Expires: _____



AFFIDAVIT AND FILED
 03 MAY 16 AM 9:41
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H03000195545 6

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 05/06/2003
REQUEST NUMBER: 03126126
TELEPHONE CONTACT: (615) 741-6488
FILE/REGISTRATION DATE: 05/06/2003
STATUS: ACTIVE
CONTROL NUMBER: 0446321
JURISDICTION: TENNESSEE

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"CNL ROSE ACQUISITION OP, LP"

IS A LIMITED PARTNERSHIP DULY CREATED UNDER THE LAW OF THIS STATE, WHOSE
CERTIFICATE OF LIMITED PARTNERSHIP WAS FILED WITH THIS OFFICE ON THE DATE GIVEN
ABOVE.
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED PARTNERSHIP HAVE BEEN PAID AND THAT A CERTIFICATE OF
CANCELLATION OF LIMITED PARTNERSHIP HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 05/06/03

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$120.00 \$0.00
TOTAL PAYMENT RECEIVED: \$120.00

RECEIPT NUMBER: 00003279955
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE