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

From: AMY J. PATTERSON  
Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

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FOREIGN LIMITED PARTNERSHIP

CNL Retirement HB2 Boynton Beach B FL, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
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LR 01/22/04

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 22, 2004

CNL FINANCIAL GROUP, INC.

SUBJECT: CNL RETIREMENT HB2 BOYNTON BEACH B FL, LP  
REF: W04000002731

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In your affidavit of capital contributions, the figure in #2 cannot be larger than the figure in #1; the figure in #2 is what amount OF the figure in #1 is allocated for Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

FAX Aud. #: H04000014548  
Letter Number: 204A00003868

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

1. CNL Retirement HB2 Boynton Beach B FL, 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. Delaware 4. January 7, 2004  
(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 32801-3336  
(City) (Zip Code)

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

  
(Agent must sign on this line)

8. 450 S. Orange Avenue  
Orlando, FL 32801-3336  
(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 Retirement HB2 Boynton Beach B FL GP, LLC	
450 S. Orange Ave., Orlando, FL 32801-3336	

10. 450 S. Orange Ave., Orlando, FL 32801-3336  
(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

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12. P.O. 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 13<sup>th</sup> day of January 2004

*[Handwritten Signature]*

STATE OF FLORIDA

COUNTY OF ORANGE

On this 13<sup>th</sup> day of January 2004

Robert A. Boume, personally appeared before me,


who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

*[Handwritten Signature: Amy J. Patterson]*  
(Notary Public Signature)

Amy J. Patterson  
(Notary's Printed Name)

Seal My Commission Expires: \_\_\_\_\_

 Amy J. Patterson  
My Commission DD0203735  
Expires June 27, 2007

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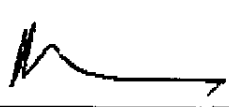
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Robert A. Boume, Manager of the  
a general partner of CNL Retirement HB2 Boynton Beach B F a (an) Delaware  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 51,500,000.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 51,500,000.00

*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 13<sup>th</sup> day of January, 2004



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DIVISION OF CORPORATIONS  
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STATE OF FLORIDA

COUNTY OF ORANGE

On this 13<sup>th</sup> day of January, 2004

Robert A. Boume, personally appeared before me,


who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

Amy J. Patterson  
(Notary's Printed Name)

Seal My Commission Expires: \_\_\_\_\_

 Amy J Patterson  
My Commission DD0208736  
Expires June 27, 2007

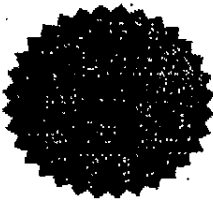
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT HB2 BOYNTON BEACH B FL, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEH DAY OF JANUARY, A.D. 2004.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 2856900

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DATE: 01-08-04