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(((H03000291523 3)))

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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
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Fax Number : (407)650-1065

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FOREIGN PROFIT QUALIFICATION

CNL Rose SPE Tenant Corp.

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10-7-03

H03000291523 3

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CNL Rose SPE Tenant Corp. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware (State or country under the law of which it is incorporated) 3. Applied for (FEI number, if applicable)

4. 09/23/2003 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 450 S. Orange Avenue, Orlando FL 32801 (Principal office address)

PO Box 4920, Orlando FL 32802-4920 (Current mailing address)

8. Transacting business as hotel tenant (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Linda A. Scarcelli

Office Address: 450 S. Orange Avenue

Orlando, Florida 32801 (City) (Zip code)

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature of Linda A. Scarcelli] (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **John A. Griswold**

Address: **450 S. Orange Avenue, Orlando FL 32801**

Director: **Tammie A. Quinlan**

Address: **450 S. Orange Avenue, Orlando FL 32801**

B. OFFICERS

President: **John A. Griswold**

Address: **450 S. Orange Avenue, Orlando FL 32801**

Vice President: _____

Address: _____

Secretary: **Tammie A. Quinlan**

Address: **450 S. Orange Avenue, Orlando FL 32801**

Treasurer: **Tammie A. Quinlan**

Address: **450 S. Orange Avenue, Orlando FL 32801**

SEE ATTACHED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____

(Signature of Director or Officer listed in number 12 of the application)

14. **Tammie A. Quinlan, SVP/Secretary/Treasurer**

(Typed or printed name and capacity of person signing application)

03 OCT 17 AM 10:56
STATE OF FLORIDA
RECORDS MANAGEMENT

APPROVED AND FILED

09/26/2003

CNL Rose SPE Tenant Corp.

CNL Rose SPE Tenant Corp.

<u>Name</u>	<u>Title</u>	<u>Business</u>
Barry A.N. Bloom	Director	450 S. Orange Avenue Orlando, FL 32801
	Senior Vice President	
John A. Griswold	Director	450 S. Orange Avenue Orlando, FL 32801
	President	
Tammie A. Quinlan	Director	450 S. Orange Avenue Orlando, FL 32801
	Treasurer	
	Secretary	
	Senior Vice President	
Andrew L. Stidd	Independent Director	114 West 47th Street, Suite 1715 New York, NY 10036
Tony Wong	Independent Director	114 West 47th Street, Suite 1715 New York, NY 10036

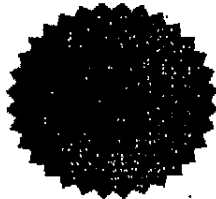
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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL ROSE SPE TENANT CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2650976

DATE: 09-24-03

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