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

From: *Eliza Bardin*
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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TALLAHASSEE, FLORIDA

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FOREIGN PROFIT QUALIFICATION

CNL Resort Acquisition Corp.

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 23, 2004

ELIZA BARDIN

SUBJECT: CNL RESORT ACQUISITION CORP.
REF: W04000007514

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TALLAHASSEE, FLORIDA

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

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H04000037810
Letter Number: 104A00012070

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 Resort Acquisition 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. 20-0746872

(FEI number, if applicable)

4. 02/11/2004

(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 32801-3336

(Principal office address)

PO Box 4920, Orlando, FL 32802-4920

(Current mailing address)

8. Hotel acquisitions

(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. Scarcell

Office Address: 450 S. Orange Avenue

Orlando

(City)

, Florida 32801-3336

(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.


(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: **PLEASE SEE ATTACHED**

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. OFFICERS

President: **PLEASE SEE ATTACHED**

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13

Linda A. Scarnelli

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

14

Linda A. Scarnelli, Assistant Secretary

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

02/20/2004

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Officer and Directors Address

CNL Resort Acquisition Corp.

<u>Name</u>	<u>Title</u>	<u>Business</u>
Barry A.N. Bloom	Senior Vice President	450 S. Orange Avenue Orlando, FL 32801
Robert A. Bourne	Director	450 S. Orange Avenue P.O. Box 4920 Orlando, FL 32801
	Treasurer	
John A. Griswold	President	450 S. Orange Avenue Orlando, FL 32801
Thomas J. Hutchison, III	Director	450 S. Orange Avenue Orlando, FL 32801
	Chief Executive Officer	
Tammie A. Quinlan	Senior Vice President	450 S. Orange Avenue Orlando, FL 32801
Lynn E. Rose	Secretary	450 S. Orange Avenue Orlando, FL 32801
Linda A. Scarocelli	Assistant Secretary	450 S. Orange Avenue Orlando, FL 32801
James M. Seneff, Jr.	Director	450 S. Orange Avenue Orlando, FL 32801
	Chairman	
C. Brian Strickland	Executive Vice President	450 S. Orange Avenue Orlando, FL 32801
Paul H. Williams	Senior Vice President	450 S. Orange Avenue Orlando, FL 32801

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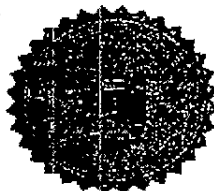
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT ACQUISITION 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 TWELFTH DAY OF FEBRUARY, A.D. 2004.

SECRETARY OF STATE
ALLAHASSEE, FLORIDA

14 FEB 24 PM 1:07

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2926182

DATE: 02-12-04

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