

07/30/98 15:35 FAX 407 648 8920

CNL CORPORATE SERVICES

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7/30/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000014152 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CNL GROUP, INC.

ACCT#: 113615003626

CONTACT: KYLE L WHITEJOHNSON

PHONE: (407)650-1000

FAX #: (407)648-8920

NAME: CNL HOSPITALITY PROPERTIES, INC.

AUDIT NUMBER.....H98000014152

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN
EFFECTIVE DATE OF TODAY, JULY 30, 1998. WE MUST RECEIVE
THE CERTIFICATE OF GOOD STANDING FOR THIS ENTITY BEFORE
CLOSE OF BUSINESS TODAY.

THANK YOU!

Kyle L. WhiteJohnson
407/650-1000 x4242

RECEIVED

98 JUL 30 PM 4:42

DIVISION OF CORPORATIONS

AS/13/1/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 30 PM 5:29

FILED

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**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 HOSPITALITY PROPERTIES, INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. MARYLAND

(State or country under the law of which it is incorporated)

3. 59-3396369

(FEI number, if applicable)

4. 06/12/96

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.15))

7. 400 East South Street, Suite 500

Orlando, Florida 32801

(Current mailing address)

8. See Attached Addendum "A"

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Kyle L. WhiteJohnson

Office Address: 400 East South St., Ste. 500

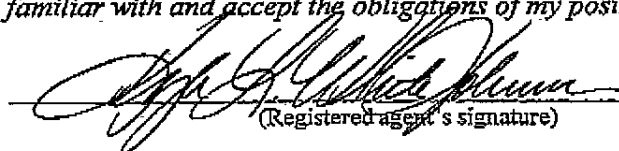
Orlando

, Florida, 32801

(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.

This document was prepared by:
Kyle L. WhiteJohnson
CNL GROUP, INC.
400 E. South St., Suite 500
Orlando, Florida 32801
407/650-1000

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attached Addendum "B"

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attached Addendum "B"

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. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles A. Muller, Executive Vice President

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

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CNL HOSPITALITY PROPERTIES, INC.

ADDENDUM "A"

8. Purposes of corporation:

The purposes for which the Company is formed are to conduct any business for which corporations may be organized under the laws of the State of Maryland including, but not limited to, the following: (i) to acquire, hold, own, develop, construct, improve, maintain, operate, sell, lease, transfer, encumber, convey, exchange and otherwise dispose of or deal with real and personal property; (ii) to engage in the business of offering furniture, fixture, and equipment financing to operators of Restaurant Chains and Hotel Chains; (iii) to engage in the business of offering mortgage financing secured by Real Property; and (iv) to enter into any partnership, joint venture or other similar arrangement to engage in any of the foregoing.

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Addendum "B"

CNL HOSPITALITY PROPERTIES, INC.,
a Maryland corporation
59-3396369

JAMES M. SENEFF, JR.
Director/Chairman/CEO
400 E. South St., Suite 500
Orlando, FL 32801

LYNN E. ROSE
Secretary/Treasurer
400 E. South St., Suite 500
Orlando, FL 32801

ROBERT A. BOURNE
Director/President
400 E. South St., Suite 500
Orlando, FL 32801

JEANNE A. WALL
Exec. Vice-President
400 E. South St., Suite 500
Orlando, FL 32801

RICHARD HUSEMAN
Director
400 E. South St., Suite 500
Orlando, FL 32801

CHARLES A. MULLER
Exec. Vice-President
400 E. South St., Suite 500
Orlando, FL 32801

RICHARD HOSTETTER
Director
400 E. South St., Suite 500
Orlando, FL 32801

JOHN T. WALKER
Exec. Vice-President
400 E. South St., Suite 500
Orlando, FL 32801

JOSEPH KRUSE
Director
400 E. South St., Suite 500
Orlando, FL 32801

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TALLAHASSEE, FLORIDA

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STATE OF MARYLAND

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652509

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION

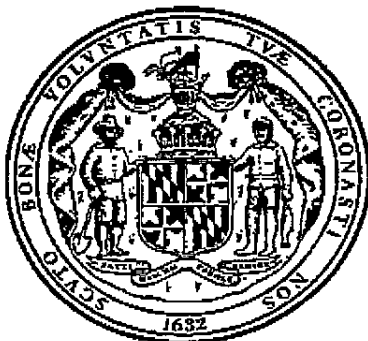
301 West Preston Street Baltimore, Maryland 21201

I, RITA WINSTON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CNL HOSPITALITY PROPERTIES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED

98 JUL 30 PM 5:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 27TH DAY OF JULY, 1998.

Rita Winston
RITA WINSTON
CHARTER DIVISION