

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 617-6383

From: LINDA A. SCARCELLI
 Account Name : CNL FINANCIAL GROUP, INC.
 Account Number : 113615003626
 Phone : (407) 650-1000
 Fax Number : (407) 540-2699

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: linda.scarcelli@cnl.com

Foreign Limited Liability Company
IN-105 Heritage III, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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11 JUN 22 AM 7:03
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JUN 23 2011

EXAMINER

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. IN-105 Heritage III, LLC (Name of Foreign Limited Liability Company, must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 80-0730960 (FEI number, if applicable)

4. May 25, 2011 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 450 So. Orange Avenue, Orlando, FL 32801 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows:

Please see Attachment A.

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

Management

Handwritten signature of Linda A. Scarcelli

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Linda A. Scarcelli

Typed or printed name of signee

FILED JUN 22 AM 9:27 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ATTACHMENT A

IN-105 HERITAGE III, LLC

Name and Addresses of Managers:

Bernard J. Angelo *Independent Manager*
68 South Service Road
Suite 120
Melville, NY 11747

Tony Wong *Independent Manager*
68 South Service Road
Suite 120
Melville, NY 11747

Robert A. Bourne *Manager*
450 So. Orange Avenue
Orlando, FL 32801

Rosemary Q. Mills *Manager*
450 So. Orange Avenue
Orlando, FL 32801

Steven D. Shackelford *Manager*
450 So. Orange Avenue
Orlando, FL 32801

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

IN-105 Heritage III, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Linda A. Scarcelli

(Name)

450 So. Orange Avenue

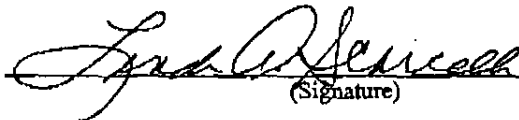
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Orlando

FL 32801

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IN-105 HERITAGE III, LLC" 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 TWENTY-SIXTH DAY OF MAY, A.D. 2011.

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



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110622982

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8790587

DATE: 05-26-11

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