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

From: Amy Patterson : (407) 650-1068
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

NOTE: PLEASE COORDINATE FILING WITH THE GENERAL PARTNER OF THIS PARTNERSHIP.
WBR PARTNERS, INC. PLEASE FILE THIS LIMITED PARTNERSHIP AFTER THE
GENERAL PARTNER.

FLORIDA LIMITED PARTNERSHIP

Waikiki Beach Resort, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,846.25

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

WAIKIKI BEACH RESORT, LTD.

The Undersigned, hereby makes, acknowledges and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be WAIKIKI BEACH RESORT, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 450 South Orange Avenue, Orlando, Florida 32801, or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS:

Robert A. Bourne
450 South Orange Avenue
Orlando, Florida 32801

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER:

WBR Partners, Inc. 901-35653
450 South Orange Avenue
Orlando, Florida 32801

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP:

450 South Orange Avenue
Orlando, Florida 32801

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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6. TERM. The partnership shall be dissolved on December 31, 2031, unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 14th day of June, 2001.

GENERAL PARTNER:

WBR PARTNERS, INC.

By: 

Robert A. Bourne, President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Robert A. Bourne, accepts his designation as Registered Agent for WAIKIKI BEACH RESORT, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 14th day of June, 2001.


Robert A. Bourne, Registered Agent

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of are \$ 0.00 to date. Additional contributions by the limited partners in an amount of \$ 37,000,000.00 are anticipated.


FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 14th day of June, 2001.

GENERAL PARTNER:

WBR PARTNERS, INC.

By: 
Robert A. Bourne, President

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SECRETARY OF STATE