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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4003

From: LINDA A. SCARCELLI  
Account Name : CNL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

**NOTE: PLEASE COORDINATE FILING WITH CORPORATE GENERAL PARTNERS WHICH IS BEING FILED UNDER FAX AUDIT NO. H00000066645 3.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

## FOREIGN LIMITED PARTNERSHIP

CNL Restaurant Bond Holdings, LP

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SECRETARY OF STATE  
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Florida Department of State, Sandra B. Mortham, Secretary of State

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**1. CNL Restaurant Bond Holdings, LP

(Name of limited partnership as it is in the home state)

2.

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware

(State of Formation)

4. May 30, 2000

(Date of Formation)

5. Michael I. Wood

(Name of Registered Agent for Service of Process)

6. 450 So. Orange Avenue

(Street Address of Registered Office)

Orlando

(City)

Florida 32801

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Michael Wood

(Agent must sign on this line)

8. 450 So. Orange Avenue, Orlando, FL 32801

(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

CNL Restaurant Bond Holdings, Inc.450 So. Orange Avenue, Orlando, FL 3280110. CNL APF GP Corp., 450 So. Orange Avenue, Orlando, FL 32801

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12, P. O. Box 4920, Orlando, FL 32801

(Mailing Address of Limited Partnership)

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

This 21st day of December, 2000.

Michael I. Wood  
General Partner

STATE OF FloridaCOUNTY OF OrangeOn this 21st day of December, 2000.Michael I. Wood personally appeared before me,☒ who is personally known to me☐ whose identity I proved on the basis of \_\_\_\_\_

Linda A. Scarcelli  
(Notary Public Signature)

LINDA A. SCARCELLI  
(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_



Linda A. Scarcelli  
My Commission CC317879  
Expires April 25, 2003

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED  
PARTNERSHIP

BEFORE ME the undersigned personally appeared Michael I. Wood, EVP and COO of  
CNL Restaurant Bond Holdings, Inc.,  
general partner of CNL Restaurant Bond Holdings, LP, a (an) Delaware  
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 28,145,210.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ None.

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

This 21st day of December, 2000

Michael I. Wood  
General Partner

STATE OF Florida  
COUNTY OF Orange

On this 21st day of December, 2000

Michael I. Wood, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

Linda A. Scarcelli  
(Notary Public Signature)

LINDA A. SCARCELLI  
(Notary's Printed Name)

Seal



Linda A Scarcelli

My Commission CC817023 Expires April 25, 2003

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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESTAURANT BOND HOLDINGS, LP" 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 NINETEENTH DAY OF DECEMBER, A.D. 2000.

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



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*Edward J. Freel*  
Edward J. Freel, Secretary of State

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DATE: 12-19-00