

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 205-0323

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

FOREIGN LIMITED PARTNERSHIP

WBM Resort, L.P.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**1. WBR Resort, L.P.
(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. June 19, 2001
(Date of Formation)5. Linda A. Scarcelli
(Name of Registered Agent for Service of Process)6. 450 S. Orange Avenue
(Street Address of Registered Office)Orlando

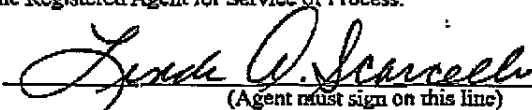
(City)

, Florida

32801-3336

(Zip Code)

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


(Agent must sign on this line)8. 450 S. Orange AvenueOrlando, FL 32801-3336

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

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

WBR Parent, LLC450 S. Orange Avenue, Orlando, FL 32801-3336mol-149510. 450 S. Orange Avenue, Orlando, FL 32801-3336
(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withdrawn.

CONTINUED

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12. P.O. Box 4920

Orlando, FL 32802-4920

(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.

Signed this 5th day of July, 2001.

By: WBR Parent, LLC, as General Partner

Linda A. Scarcelli

By: Linda A. Scarcelli, Assistant Secretary of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 5th day of July, 2001.

Linda A. Scarcelli personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Amy J. Patterson
(Notary Public Signature)

AMY J. PATTERSON

(Notary's Printed Name)



Amy J. Patterson
My Commission CG849907
Expires June 27, 2003

Seal

My Commission Expires: _____

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FOREIGN LIMITED PARTNERSHIP**

BEFORE ME, the undersigned, personally appeared Linda A. Scarcelli, Assistant Secretary of WBR Parent, LLC., general partner of WBM Resort, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$10,000,000.00.
2. The amount of additional contributions anticipated to be contributed in the future is \$90,000,000.00.
3. The anticipated amount of the total capital contributions to date and anticipated to be contributed in the future of the limited partners that are allocated for the purposes of transacting business in the state of Florida is \$100,000,000.00.

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

DATED this 5th day of July, 2001.

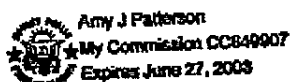
WBM RESORT, L.P.,
a Delaware limited partnership

By: WBR PARENT, LLC,
a Delaware Limited Liability Company, as General
Partner

By: *Linda A. Scarcelli*
Linda A. Scarcelli, Assistant Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

On this 5th day of July, 2001, Linda A. Scarcelli, Assistant Secretary of WBR Parent, LLC, General Partner of WBM Resort, L.P., who is personally known to me, personally appeared before me and executed the foregoing Affidavit of Capital Contributions for Foreign Limited Partnership.



Amy J. Patterson
Notary Public, State of Florida

Name: Amy J. Patterson

Commission No.: _____

My commission expires: _____

FROM CORPORATION TRUST WILMINGTON DE.

(TUE) 06.19' 01 17:29/ST. 17:28/NO. 3561004992 P 2

Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEM RESORT, L.P." 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 JUNE, A.D. 2001.

FILED
01 JUL -5 PM 12:34
STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1196804

010292935

DATE: 06-19-01

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