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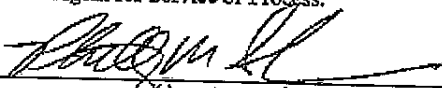
APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. CNL Retirement MAI, 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 4. 2/21/2002
(State of Formation) (Date of Formation)
5. Phillip M. Anderson
(Name of Registered Agent for Service of Process)
6. 450 S. Orange Avenue
(Street Address of Registered Office)
- Orlando Florida 32801
(City) (Zip Code)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 28

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


(Agent must sign on this line)

- 8.
- 450 S. 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 Retirement - GP/National Corp., 450 S. Orange Avenue, Orlando FL 32801

F02-1084

10. 450 S. 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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12. PO 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 27th day of February, 2002.

BY: CND Retirement - CV/National Corp., as General Partner

[Signature]

Phillip M. Anderson, General Partner
Executive Vice President of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 27th day of February, 2002.

Phillip M. Anderson

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public/Signature)

SUZANNE M. McLAUGHLIN

(Notary's Printed Name)

Seal

My Commission Expires: _____



Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Phillip M. Anderson, Executive Vice President of CNL Retirement - GP/National Corp.
a general partner of CNL Retirement MAI, 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 \$ 500,000,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 0

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.

Signed this 27th day of February, 2002

BY: CNL Retirement - GP/National Corp., as General Partner

Phillip M. Anderson, Executive Vice President
General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 27th day of February, 2002

Phillip M. Anderson, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Suzanne M. McLaughlin
(Notary Public Signature)

SUZANNE M. McLAUGHLIN

(Notary's Printed Name)

Seal

My Commission Expires: _____



Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

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Delaware

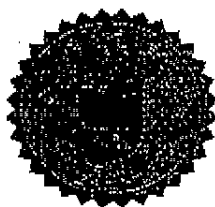
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT MA1, 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 TWENTY-SECOND DAY OF FEBRUARY, A.D. 2002.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 28



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1627014

DATE: 02-22-02
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