

10/21/02 13:36 FAX 407 650 1065

CNL TAX ACCOUNTING

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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

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

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02 OCT 21 PM 2:47

DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL 2 Tree Hotel Partners, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

FILED
02 OCT 21 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. CNL 2 Tree Hotel Partners, LP
(Name of limited partnership as it is in the home state)
2. CNL 2 Tree Hotel Partners, LP, Limited Partnership
(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. 10/17/2002
(State of Formation) (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, Florida 32801
(City) (Zip Code)

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 2 Tree Hotel GP, LLC 450 S. Orange Avenue, Orlando FL 32801

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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.

This 21st day of October, 2002

Linda A. Scarcelli
Linda A. Scarcelli, Assistant Secretary of CNL 2 Tree Hotel GP, LLC,
as General Partner
STATE OF FLORIDA

COUNTY OF ORANGEOn this 21st day of October, 02Linda A. Scarcelli 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

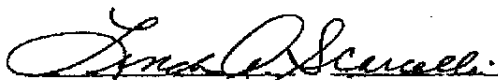
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Linda A. Scarcelli, Assistant Secretary of CNL 2 Tree Hotel GP, LLC
a general partner of CNL 2 Tree Hotel Partners, 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 \$ 4,950.00.
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.

This 21st day of October, 02.


Linda A. Scarcelli, Assistant Secretary of
CNL 2 Tree Hotel GP, LLC

STATE OF FLORIDA

COUNTY OF ORANGE

On this 21st day of October, 02,

Linda A. Scarcelli, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Suzanne M. McLaughlin
(Notary's Printed Name)

Seal

My Commission Expires:



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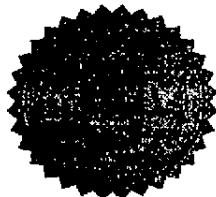
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL 2 TREE HOTEL PARTNERS, 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 EIGHTEENTH DAY OF OCTOBER, A.D. 2002.

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02 OCT 21 PM 3:49
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3581240 8300

020644689

AUTHENTICATION: 2042005

DATE: 10-18-02