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To: Division of Corporations
Fax Number : (850) 205-0383
From: **SUZANNE M. McLAUGHLIN**
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN LIMITED PARTNERSHIP

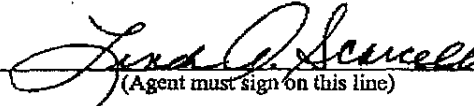
CNL HHC Partners II, LLC

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

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

1. CNL HHC Partners II, 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. 12/10/2002
(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 HHC II, LLC, 450 S. Orange Avenue, Orlando FL 32801
- MO2-3360
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CLERK OF STATE
TALLAHASSEE, FLORIDA

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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 13th day of December, 2002

Linda A. Scarcelli, General Partner, Asst. Secretary of General Partner

STATE OF FLORIDACOUNTY OF ORANGEOn this 13th day of December, 2002Linda 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

My Commission CC972520

Expires October 03, 2004

Suzanne M. McLaughlin

(Notary's Printed Name)

Seal

My Commission Expires: 10/03/2004CLERK OF STATE
TALLAHASSEE, FLORIDA

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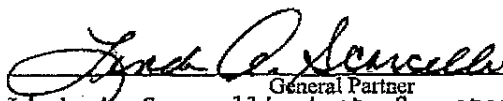
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

Linda A. Scarcelli, Asst. Secretary of
BEFORE ME the undersigned personally appeared CNL HHC II, LLC
a general partner of CNL HHC Partners II, 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 \$ 4,975.00.
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.

Signed this 13th day of December, 2002


Linda A. Scarcelli, Asst. Secretary of General Partner

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

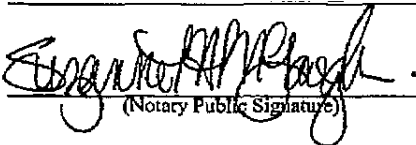
COUNTY OF ORANGE

On this 13th day of December, 2002

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: 10/03/2004



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

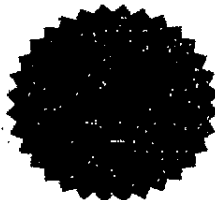
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL HEC PARTNERS II, 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 ELEVENTH DAY OF DECEMBER, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3600695 8300

AUTHENTICATION: 2138533

020759379

DATE: 12-11-02

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