

#### Florida Department of State

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To:

Division of Corporations

Fax Number : (850) 205-0383

From:

SUZANNE M. McLAUGHEIN

Account Name : CNL FINANCIAL GROUP, INC.

Account Number: 113615003626 Phone : (407)650-1000 Fax Number : (407)650-1065 MJH

#### FOREIGN LIMITED PARTNERSHIP

CNL New Orleans Hotel, LP

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

I CNL New Orleans Hotel, LP	<u> </u>		47 -		: =:
(Name of limited partner	ship as it is in the home s	tate)			
2.	<u>.</u>	<u> </u>			
(If name is unavailable, name under which the limited pa	rmership proposes to reg i "LIMITED" or "LTD.")	isiër of Iransact busine )	ss in Florida;		
	,				
3. Delaware	4. March 11, 2003		<u>.</u>		· -
(State of Formation)	(Da	te of Formation)			
S Linda A. Scarcelli		. •			. =
	ent for Service of Proces	5)			1
•					
6. 450 So. Orange Avenue		<u> </u>			
(Street Address	of Registered Office)				
Orlando	77	32801			
(City)	Florida	(Zip Code)	·	• • •	
7. Acceptance by the Registered Agent for Service of Pro	3C055:				
	2				
By: Find (1)	Carren .		-		
(Agent mist	sign on this linc)				
8 1209 Orange Street, Wilmington, DE 19801			> 0	0	
				<u>∞</u>	-
				<b>=</b> -	TI .
(Address of registered office required in state of fo	rmation or, if not require	d, address of principal	office.)	5 7	. محمد
9. NAMES OF GENERAL PARTNERS	STR	EET ADDRESS	•		1
				II .	
CNL New Orleans Hotel GP, LLC, 450 So. Orange Av	enue, Orlando, FL 3280	<u>1</u>		پي	٠
20 0 000			777	9	
11117-884			> '		
					-
			ž.		:
		<u> </u>	<del>`                                    </del>	-	
10. 450 So. Orange Avenue, Orlando, FL 32801	,	:			
(Office where Names, Addresses and C	ontributions of Limited F	armers are kept.)		. '	

CONTINUED

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withdrawn.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 32802		, a		•
	Mailing	Address of Limited Partn	erchin)	<u></u>	
	rjury I, being duly sworn, ed herein are true and con	declare that I have read th		w the contents there	of
Signed this 17th	day of Ala	1 5	2003	un e	. ***
STATE OF FLOR	Thomas J. Hutchi	General Partner son, III, Presid	ent of Genera	l Partner	
COUNTY OF ORAN	GE	:	maga i i		· · · · · · · · · · · · · · · · · · ·
On this	day of March	2003			
	Thomas J. Hutchi	son, III	personally app	eared before me,	-
who is personally	known to me				. –
whose identity I p	roved on the basis of	· – · ·	<u> </u>	<u>:</u>	- · · · · · · · · · · · · · · · · · · ·
			· <u>·</u> ··		
	System (Notice	y Fuhlic Signature)			
izanne M MoLaughlin y Commission CC072520 quines October 03, 2004	SUZANNE (Notar	M. McL'AUGHCIN y's Printed Nume)			• •
Sep1	My Commission Expires	s:	<u></u>	- * <u>.</u>	<del>-</del>

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared	Thomas J. Hutchison, III, President of CNL New Orleans Hotel GP, LLC
a general partner of CNL New Orleans Hotel, LP	, a (an) Delaware
limited partnership, hereinafter referred to as the "Pa	rtnership", who certifies as follows:
The amount of capital contributions of the limited	44.277.500
	as of the limited partners that are allocated for the purposes of
transacting business in Florida is \$ 4,975	
dangering cosmoss in Fibrial is a	et a constant de <del>la</del> constant de la
Under the penalties of perjury I, being duly sworn, o	lectars that I have read the foregoing and know the contents thereof and
that the facts stated herein are true and correct,	
Signed this 17th day of March	2003
Signed this the day of	
410	
014	The state of the s
Thomas J. Hutch	General Portner ison, III, President of General Partner
V	
STATE OF FLORIDA	
COUNTY OF ORANGE	
On this 17-14 day of	March , 2003
Thomas J. Hutchison, III	, personally appeared before me,
who is personally known to me	
whose identity I proved on the basis of	
	М
San Strody ARO 18 -	
(Notary Public Signature)	
	Suzanne M McLaughlin * المُحَدِّدُ اللهُ
SUZANNE M. MCLAUGHLIN	Expires October 03, 2004
(Notary's Printed Name)	<del></del>
Seal My Commission Expires:	

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# Delaware PAGE

### The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL NEW ORLEANS HOTEL, 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 MARCH, A.D. 2003.



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AUTHENTICATION: 2300500

DATE: 03-11-03

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