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

1. CNL New Orleans Hotel, 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. March 11, 2003  
(State of Formation) (Date of Formation)
5. Linda A. Scarcelli  
(Name of Registered Agent for Service of Process)
6. 450 So. Orange Avenue  
(Street Address of Registered Office)
- Orlando Florida 32801  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:  
By: *Linda A. Scarcelli*  
(Agent must sign on this line)
8. 1209 Orange Street, Wilmington, DE 19801  
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAMES OF GENERAL PARTNERS   | STREET ADDRESS |
|--|----------------|
| <u>CNL New Orleans Hotel GP, LLC, 450 So. Orange Avenue, Orlando, FL 32801</u> |                |
| <u>MO3-884</u>   |                |
10. 450 So. 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. P. O. Box 4920, Orlando, FL 32802

(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 17th day of March, 2003

Thomas J. Hutchison, III, General Partner  
STATE OF FLORIDA President of General Partner

COUNTY OF ORANGEOn this 17th day of March, 2003Thomas J. Hutchison, III, 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  
My Commission CC072520  
Expires October 03, 2004

SUZANNE M. McLAUGHLIN  
(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

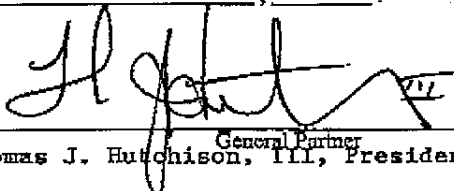
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

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 "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 44,277,500.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,975.

*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 17th day of March, 2003.

  
Thomas J. Hutchison, III, President of General Partner

STATE OF FLORIDA

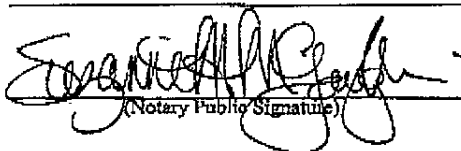
COUNTY OF ORANGE

On this 17th 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 \_\_\_\_\_

  
(Notary Public Signature)

SUZANNE M. McLAUGHLIN  
(Notary's Printed Name)



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

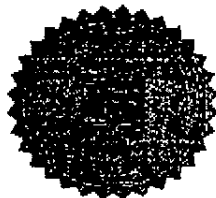
Seal My Commission Expires: \_\_\_\_\_

# Delaware

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*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.

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2300500

030161229

DATE: 03-11-03

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