

Division of Corporations

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Florida Department of State
Division of Corporations
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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

FOREIGN LIMITED PARTNERSHIP

CNL Rose Acquisition, LP

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

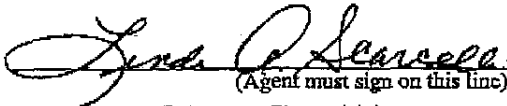
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DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. CNL Rose Acquisition, 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. 5/05/2003
(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 Rose GP Corp., 450 S. Orange Avenue, Orlando FL 32801
H03000002373
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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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 16th day of May, 2003

Linda A. Scarcelli
General Partner
Linda A. Scarcelli, Assistant Secretary of General Partner
STATE OF FLORIDA

COUNTY OF ORANGEOn this 16th day of May, 2003Linda 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

APPROVED
AND
FILED
03 MAY 16 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Linda A. Scarcelli, Assistant Secretary of CNL Rose GP Corp.
a general partner of CNL Rose Acquisition, 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.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,995.

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 14th day of May, 2003.


General Partner

Linda A. Scarcelli, Assistant Secretary of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this _____ day of May, 2003,

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: _____



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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

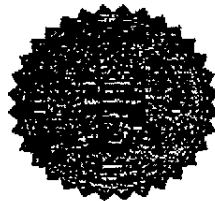
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL ROSE ACQUISITION, 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 FIFTH DAY OF MAY, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3654891 8300

030290605

AUTHENTICATION: 2400330
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DATE: 05-05-03