

Division of Corporations

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# B03000000174

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

RECEIVED 03 MAY 16 AM 9:45  
 DIVISION OF CORPORATIONS  
 SECRETARY OF STATE  
 03 MAY 16 AM 9:37  
 FILED FROM AHASSEE FLORIDA

FILED

## FOREIGN LIMITED PARTNERSHIP

CNL Rose Acquisition, LP

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

148.75

5-16-03

H03000195547 2

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANACT 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 (State of Formation) 4. 5/05/2003 (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:

[Signature of Linda A. Scarcelli] (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

F03000002373

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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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 16<sup>th</sup> day of May, 2003

*Linda A. Scarcelli*  
General Partner

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

COUNTY OF ORANGE

On this 16<sup>th</sup> 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 \_\_\_\_\_

*Suzanne M. McLaughlin*  
(Notary Public Signature)

Suzanne M. McLaughlin  
(Notary's Printed Name)

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

APPROVED  
AND  
FILED

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

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


**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 14<sup>th</sup> 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 \_\_\_\_\_

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

  
(Notary Public Signature)

Suzanne M. McLaughlin  
(Notary's Printed Name)

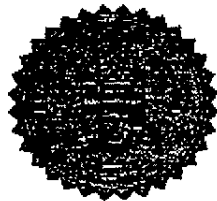
Seal My Commission Expires: \_\_\_\_\_

# Delaware

PAGE 1

*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  
E03000195547 2  
DATE: 05-05-03