

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

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DIVISION OF CORPORATION

**FOREIGN LIMITED PARTNERSHIP**

**CNL Crystal City II Hotel, LP**

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

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TALLahassee, FLORIDA

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

1. CNL Crystal City II 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. 07/17/2003  
(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
<u>M15000002697</u>	
<u>CNL Crystal City II Hotel GP, LLC,</u>	<u>450 S. Orange Avenue, Orlando FL 32801</u>

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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 6th day of August, 2003

*[Handwritten Signature]*

Thomas J. Hutchison III, General Partner, Manager of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 6th day of August, 2003

Thomas J. Hutchison III, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

*[Handwritten Signature]*  
(Notary Public Signature)



Suzanne M. McLaughlin  
My Commission CC072520  
Expires October 03, 2004

SUZANNE M. McLAUGHLIN  
(Notary's Printed Name)

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

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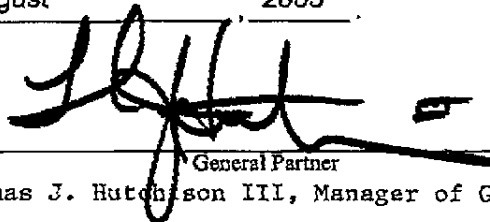
**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Thomas J. Hutchison III, Manager of CNL Crystal City II Hotel GP, LLC  
a general partner of CNL Crystal City II 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 \$ 45,000,000
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,975

*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 6th day of August, 2003

  
\_\_\_\_\_  
General Partner  
Thomas J. Hutchison III, Manager of General Partner

STATE OF FLORIDA  
COUNTY OF ORANGE

On this 6th day of August, 2003

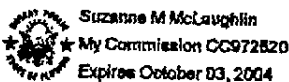
Thomas J. Hutchison III, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

  
\_\_\_\_\_  
(Notary Public Signature)

**SUZANNE M. McLAUGHLIN**  
(Notary's Printed Name)

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



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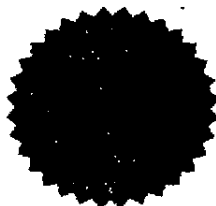
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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL CRYSTAL CITY II 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 SEVENTEENTH DAY OF JULY, A.D. 2003.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3682640 8300

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AUTHENTICATION: 2533221

DATE: 07-17-03