

10/13/03 10:09 FAX 407 650 1065

CNL TAX ACCOUNTING

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Division of Corporations

Page 1 of 1

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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

Dearborn Hotel Partners, LP

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

Electronic Filing Manual

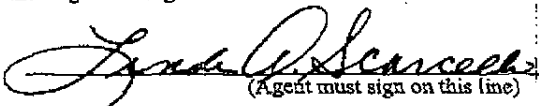
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

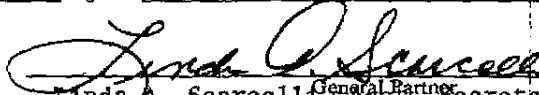
1. Dearborn Hotel Partners, LP
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")
3. Delaware 4. 8/14/2003
(State of Formation) (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>Dearborn Hotel GP, LLC</u> | <u>450 S. Orange Avenue, Orlando FL 32801</u> |
| <u>M0300000028411</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

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 10th day of October, 2003

Linda A. Scarcelli, General Partner, Secretary of General Partner

STATE OF FLORIDACOUNTY OF ORANGEOn this 10th day of October, 2003Linda 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
My Commission CC972520
Expires October 03, 2004

Suzanne M. McLaughlin

(Notary's Printed Name)

Seal

My Commission Expires: 10/03/2004

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Linda A. Scarcelli, Asst. Secretary of Dearborn Hotel GP, LLC
a general partner of Dearborn Hotel Partners, 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 \$ 70,000,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,995.00

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 10th day of October, 2003



General Partner
Linda A. Scarcelli, Asst. Secretary of General Partner

STATE OF FLORIDA

COUNTY OF ORANGE

On this 10th day of October, 2003

Linda A. Scarcelli, personally appeared before me,

☒ who is personally known to me

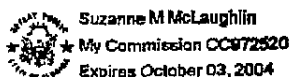
☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Suzanne M. McLaughlin

(Notary's Printed Name)

Seal My Commission Expires: 10/03/2004



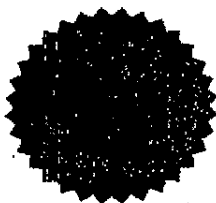
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEARBORN HOTEL PARTNERS, 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 TENTH DAY OF OCTOBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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030655081

AUTHENTICATION: 2684955

DATE: 10-10-03

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