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CNL TAX ACCOUNTING

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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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN LIMITED PARTNERSHIP

CNL HHC Partners III, LP

Certificate of Status	1
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Page Count	04
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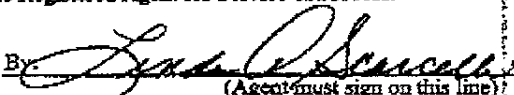
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OR

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

1. CNL HHC Partners III, 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. 12/02/2003
(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:
By: 
(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>CNL HHC III, LLC, 450 S. Orange Avenue, Orlando FL 32801</u> | |
| <u>MO3-4047</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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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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 5th day of December, 2003

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

STATE OF FloridaCOUNTY OF OrangeOn this 5th day of December, 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 00972520

Expires October 03, 2004

SUZANNE M. McLAUGHLIN

(Notary's Printed Name)

Seal

My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 HHC III, LLC,
a general partner of CNL HHC Partners III, 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 \$ 500,000,000.
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 5th day of December, 2003.


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

STATE OF Florida

COUNTY OF Orange

On this 5th day of December, 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: _____



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

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TALLAHASSEE, FLORIDA

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