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To:

Division of Corporations
Fax Number : (850)205-0383

AMY J. PATTERSON

From:

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

FOREIGN LIMITED PARTNERSHIP

CNL Retirement MOP Sherman Oaks CA, LP

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

1. CNL Retirement MOP Sherman Oaks CA, 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. March 29, 2004
(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 32801-3336
(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 32801-3336
(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 Retirement MOP A Pack GP, LLC | 450 S. Orange Ave., Orlando, FL 32801 |
| <u>1104-1287</u> | |
| | |
| | |
10. 450 S. Orange Avenue, Orlando, FL 32801-3336
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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. P.O. Box 4920

Orlando, FL 32802-4920

(Mailing Address of Limited Partnership)

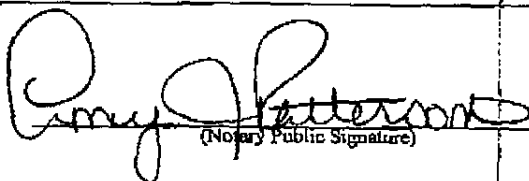
Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 7th day of April, 2004

BY: CNL Retirement MOP A Pack GP, LLC, as General Partner

BY: Steven M. Wortman, VP of Finance of GPSTATE OF FLORIDACOUNTY OF ORANGEOn this 7th day of April, 2004Steven M. Wortman

, personally appeared before me,

☒ who is personally known to me☐ whose identity I proved on the basis of _____
(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)

Seal

My Commission Expires: _____



Amy J. Patterson
My Commission DD0203736
Expires June 27, 2007

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FROM CORPORATION TRUST WILM. TEAM #2

(TUE) 3.30

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Delaware

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The First State

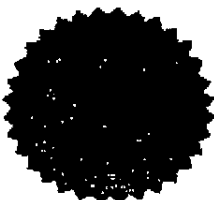
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT MOP SHERMAN OAKS CA, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CNL RETIREMENT MOP SHERMAN OAKS CA, LP" WAS FORMED ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2004.

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

3783406 8300

040229359

*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3019875

DATE: 03-29-04

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Steven M. Wortman, VP of Finance of
a general partner of CNL Retirement MOP Sherman Oaks CA 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 \$ 17,100,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4950.00.

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 7th day of April, 2004.

BY: CNL Retirement MOP A Pack GP, LLC, as General Partner

BY: Steven M. Wortman, VP of Finance of GP

STATE OF FLORIDA

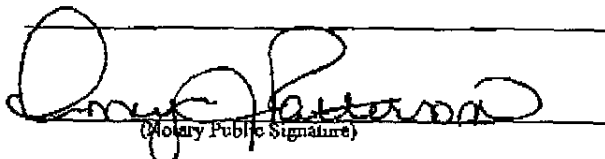
COUNTY OF ORANGE

On this 7th day of April, 2004

Steven M. Wortman, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Amy J. Patterson

(Notary's Printed Name)

Seal My Commission Expires: _____

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