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To:
Division of Corporations
Fax Number : (850)205-0383
Eliza J. Bardin

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

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04 APR 29 PM 1:36
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS

04/30/04

FOREIGN LIMITED PARTNERSHIP

CNL Desert Resort, LP

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	$1,837.50

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

1. CNL Desert Resort, 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. 07/15/1993 (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 (City), Florida 32801 (Zip Code)

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7. Acceptance by the Registered Agent for Service of Process:

Linda A. Scarcelli

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

CNL Resort SPE GP, LLC — 450 S. Orange Avenue, Orlando, FL 32801

M04-1343

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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 32801

(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 27 day of April, 2004.

General Partner

By: John A. Griswold as President of CNL Resort SPE GP, LLC as General Partner

STATE OF Florida

COUNTY OF Orange

On this 27 day of April, 2004

John A. Griswold, personally appeared before me,

☑ who is personally known to me

☐ whose identity I proved on the basis of

(Notary Public Signature)

Eliza J. Bardin
My Commission DD300751
Expires March 16, 2008

Eliza J. Bardin
(Notary's Printed Name)

Seal My Commission Expires: 3-16-08

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared John A. Griswold, as President of CNL Resort SPE GP, LLC, general partner of CNL Desert Resort, 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 $ 450,000,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 450,000,000.00.

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.

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DIVISION OF CORPORATIONS

Signed this 27 day of April, 2004.

General Partner

STATE OF Florida

COUNTY OF Orange

On this 27 day of April, 2004,

John A. Griswold, personally appeared before me,

☑ who is personally known to me

☐ whose identity t proved on the basis of _____

(Notary Public Signature)

Eliza J. Bardin
(Notary's Printed Name)

Eliza J. Bardin
My Commission DD300751
Expires March 16, 2008

Seal My Commission Expires: 3-16-08

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL DESERT RESORT, 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 TWELFTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3044932

DATE: 04-12-04