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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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**FOREIGN LIMITED PARTNERSHIP**

CNL Grand Wailea 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 Grand Wailea 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 4. 11/19/1998  
(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:  
Linda A. Scarcelli  
By: *Linda A. Scarcelli*  
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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CNL TAX ACCOUNTING

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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

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

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

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Eliza J. Bardin  
(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 Grand Wailea 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 \$ 600,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 600,000,000.00

*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.*

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

  
(Notary Public Signature)

Eliza J. Bardin  
(Notary's Printed Name)

Seal My Commission Expires: 3-16-08



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

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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 GRAND WAILEA 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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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3044850

DATE: 04-12-04