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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

540-2699

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DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL Hotel Del Intermediate Mezz Partners, LP

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| Certificate of Status | 1 |
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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. CNL Hotel Del Intermediate Mezz 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. 12/09/2003
(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:

Linda A. Scarcelli

By: *Linda A. Scarcelli*
(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

#M04000002176

CNL Hotel Del Intermediate Mezz Partners GP, LLC

450 S. Orange Avenue, Orlando, FL 32801

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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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 9 day of June, 2004

John A. Griswold
General Partner
STATE OF Florida John A. Griswold, as President of CNL Hotel Del Intermediate
Mezz Partners GP, LLC

COUNTY OF Orange

On this 9 day of June, 2004

John A. Griswold, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Eliza J. Bardin
(Notary Public Signature)

Eliza J. Bardin
(Notary's Printed Name)



Eliza J. Bardin
My Commission DD000751
Expires March 16, 2005

Seal

My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared John A. Griswold, as President of CNL Hotel Del
a general partner of CNL Hotel Del Intermediate Mezz Partners, LP Intermediate Mezz Partners GP, LLC
, 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 \$ 161,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,975.00.

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 9 day of June, 2004.

[Signature]
 General Partner

John A. Griswold as President of CNL Hotel Del Intermediate Mezz Partners GP, LLC

STATE OF Florida

COUNTY OF Orange

On this 9 day of June, 2004.

John A. Griswold, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
 (Notary Public Signature)

Eliza J. Bardin
 (Notary's Printed Name)



Eliza J. Bardin
 My Commission DD300751
 Expires March 18, 2008

Seal My Commission Expires: _____