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

From: Eliza J. Bardin
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1063

540-2699

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN LIMITED PARTNERSHIP

CNL Resort Arizona Holdings VII, LP

Certificate of Status	1
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TC
\$4,995.00

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

1. CNL Resort Arizona Holdings VII, 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. 11-20-00
(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: [Signature]
(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 Hospitality GP, LLC 450 S. Orange Avenue, Orlando, FL 32801
H04000001645
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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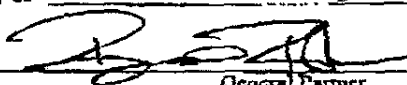
H04000134585 3

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 23 day of June, 2004



General Partner

Barry A. N. Bloom as SVP of CNL Resort Hospitality CP, LLC as GP

STATE OF Florida

COUNTY OF Orange

On this 23 day of June, 2004

Barry A. N. Bloom, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____



(Notary Public Signature)

Eliza J. Bordin

(Notary's Printed Name)

Seal

My Commission Expires: _____



Eliza J. Bordin
My Commission 00000751
Expires March 18, 2008

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SECRETARY OF STATE
ALBUQUERQUE, NM

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Barry A. N. Bloom, as SVP of CNL Resort Hospitality GP, LLC
a general partner of CNL Resort Arizona Holdings VII, 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 \$ 5000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4995.00.

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 23 day of June, 2004


General Partner
Barry A. N. Bloom as SVP of CNL Resort Hospitality GP, LLC as GP

STATE OF Florida

COUNTY OF Orange

On this 23 day of June, 2004

Barry A. N. Bloom, 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)



Eliza J. Bardin
My Commission D0500701
Expires March 15, 2005

Seal: My Commission Expires: _____

Delaware

PAGE 1

The First State

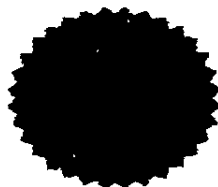
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT ARIZONA HOLDINGS VII, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF APRIL, A.D. 2004.

2004 JUN 28 P 3 37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3031680

DATE: 04-02-04