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Division of Corporations

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Florida Department of State
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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) ~~650-1066~~ 540-2699

FOREIGN LIMITED PARTNERSHIP

CNL Resort Hawaii Holdings II, LP

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Estimated Charge	\$148.75


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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

1. CNL Resort Hawaii Holdings T.T. 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. 11-30-98
(State of Formation) (Date of Formation)
5. Linda A. Scarcelli
(Name of Registered Agent for Service of Process)
6. 450 S. Orange Avenue, Orlando, FL 32801
(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 
(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 |
|---------------------------------------|--|
| <u>CNL Resort Hospitality GP, LLC</u> | <u>450 S. Orange Avenue, Orlando, FL 32801</u> |
| <u>M04-1645</u> | |
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. PO Box 4920, Orlando, FL 32802

(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 GP, LLC as GP

STATE OF Florida

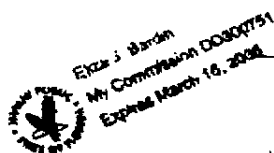
COUNTY OF Orange

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)

Seal

My Commission Expires: _____

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F.I.L.U.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 Hawaii Holdings II, 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.

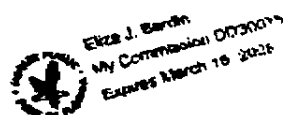
Barry A. N. Bloom, personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____


 (Notary Public Signature)

Eliza J. Bardin
 (Notary's Printed Name)

Seal My Commission Expires: _____



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 DIVISION OF CORPORATIONS

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Delaware

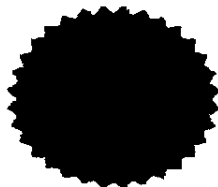
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT HAWAII HOLDINGS II, 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.

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040245831



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3031577

DATE: 04-02-04

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