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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) 540-2699

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04 AUG 12 AM 11:55

DIVISION OF CORPORATIONS

FOREIGN LIMITED PARTNERSHIP

CNL Resort Sub Junior Mezz, LP

Certificate of Status	1
Certified Copy	1
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J. BRYAN AUG 13 2004

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**FILED
2004 AUG 12 AM 10:47
TALLAHASSEE, FLORIDA

1. CNL Resort Sub Junior Mezz, 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. 8/10/04
(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:

(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
#M04000003246
CNL Resort Sub Junior Mezz GP, LLC 450 S. Orange Ave., Orlando, FL 32801
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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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 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 11 day of August, 2004



General Partner
Barry A.N. Bloom, SVP of CNL Resort Sub Junior
Mazz GP, LLC

STATE OF Florida

COUNTY OF Orange

On this 11 day of August, 2004

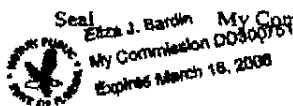
Barry A.N. Bloom, personally appeared before me,

☒ 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 Eliza J. Bardin My Commission Expires: _____

My Commission D0300761
Expires March 18, 2008

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Barry A.N. Bloom, SVP of CNL Resort Sub Junior
a general partner of CNL Resort Sub Junior Mezz, LP, a (an) Delaware Mezz GP, LLC
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 5,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4,995.00.

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 11 day of August, 2004.



General Partner
Barry A.N. Bloom, SVP of CNL Resort Sub Junior
Mezz GP, LLC

STATE OF Florida

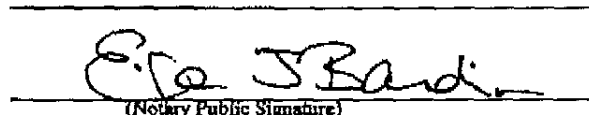
COUNTY OF Orange

On this 11 day of August, 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)

My Commission Expires March 18, 2008
00300751
Eliza J. Bardin

Seal My Commission Expires: _____

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