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DIVISION OF CORPORATIONS

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

Eliza J. Bardin

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

FOREIGN LIMITED PARTNERSHIP

CNL Resort Sub Senior Mezz, LP

Certificate of Status	1
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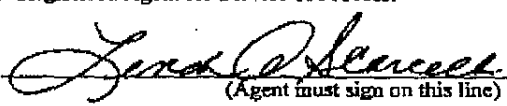
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J. BRYAN AUG 13 2004

FILED
2004 AUG 12 AM 10:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**FILED
2004 AUG 12 AM 10:46
TALLAHASSEE, FLORIDA

1. CNL Resort Sub Senior 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 |
|---|--|
| <u>#M040000003246</u> | |
| <u>CNL Resort Sub Senior Mezz GP, LLC</u> | <u>450 S. Orange Ave., Orlando, FL 32801</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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

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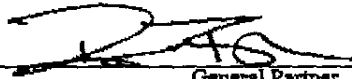
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12. PO Box 4920, Orlando, FL 32802

(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 Senior
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)

Seal

My Commission Expires: _____



Eliza J. Bardin
My Commission DD000751
Expires March 16, 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 Senior
 a general partner of CNL Resort Sub Senior 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 Senior
 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)



Eliza J. Bardin
 My Commission DP300751
 Expires March 18, 2008

Seal My Commission Expires: _____

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