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

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

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**FOREIGN LIMITED PARTNERSHIP**

**CNL Retirement Eby1, LP**

Certificate of Status	1
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J. BRYAN AUG 24 2004

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

1. CNL Retirement Eby1, 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. August 12, 2004  
(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 32801-3336  
(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 32801-3336  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>#M04000003416</u>	
<u>CNL Retirement Eby1 GP, LLC</u>	<u>450 S. Orange Ave., Orlando, FL 32801-3336</u>

10. 450 S. Orange Ave., 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. P.O. 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 18th day of August, 2004.

*[Handwritten Signature]*

STATE OF FLORIDA

COUNTY OF ORANGE

On this 18th day of August, 2004.

Robert A. Bourne, personally appeared before me,

who is personally known to me


whose identity I proved on the basis of \_\_\_\_\_

*[Handwritten Signature]*  
(Notary Public Signature)

Amy J. Patterson  
(Notary's Printed Name)

Seal My Commission Expires: \_\_\_\_\_

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NOTARY PUBLIC REGISTRATIONS  
TALLAHASSEE, FLORIDA

 Amy J. Patterson  
My Commission DD0209736  
Expires June 27, 2007

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Robert A. Bourne, Manager of the  
a general partner of CNL Retirement Eby1, 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 \$ 39,700,000.00
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 4950.00.

*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 18th day of August, 2004

*[Handwritten Signature]*

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JAMES H. PATTERSON  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ORANGE

On this 18th day of August, 2004

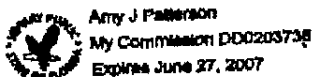
Robert A. Bourne, Manager of the General Partner, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of \_\_\_\_\_

*[Handwritten Signature: Amy J. Patterson]*  
(Notary Public Signature)

Amy J. Patterson  
(Notary's Printed Name)

Seal My Commission Expires: \_\_\_\_\_



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