

03/18/2005 11:43 FAX

Division of Corporations

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To:

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

From:

Eliza J. Bardin

Account Name : CNL HOTELS & RESORTS, INC.
Account Number : I20050000020
Phone : (407) 650-1549
Fax Number : (407) 540-2699

FOREIGN LIMITED PARTNERSHIP

CNL Claremont Sub Junior Mezz, LP

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

B05-134
[Signature]

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

1. CNL Claremont 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. 3/16/05
(State of Formation) (Date of Formation)
 5. Stephanie J. Thomas
(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:
Stephanie J. Thomas
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 |
|--|--|
| <u>CNL Claremont Sub Junior Mezz GP, LLC</u> | <u>450 S. Orange Avenue, Orlando, FL 32801</u> |
| <u>105-1434</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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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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12. PO Box 2226, 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 17 day of March, 2005



General Partner

STATE OF Florida Stephanie J. Thomas, Asst Sec of CNL Claremont Sub Junior
Mezz GP, LLC as General Partner

COUNTY OF Orange

On this 17 day of March, 2005

Stephanie J. Thomas, 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 00300751
Expires March 18, 2008

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Stephanie J. Thomas, Asst Sec of CNL Claremont Sub
a general partner of CNL Claremont Sub Junior Mezz, LP, a (an) Delaware Junior 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 \$ 4,995.00.
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 17 day of March, 2005.


General Partner
Stephanie J. Thomas, Asst Sec of CNL Claremont Sub
Junior Mezz GP, LLC as General Partner

STATE OF Florida

COUNTY OF Orange

On this 17 day of March, 2005,

Stephanie J. Thomas, 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 DD060781
Expires March 16, 2008

Seal

My Commission Expires: _____

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Delaware

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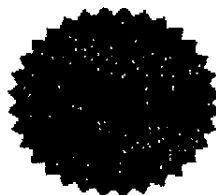
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL CLAREMONT SUB JUNIOR MEZZ, 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 SIXTEENTH DAY OF MARCH, A.D. 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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050219083



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3747716

DATE: 03-16-05

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