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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

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FOREIGN LIMITED PARTNERSHIP

CNL Claremont Sub INT Mezz, LP

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. CNL Claremont Sub INT 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
- | NAMES OF GENERAL PARTNERS                 | STREET ADDRESS                                 |
|---|--|
| <u>CNL Claremont Sub INT Mezz GP, LLC</u> | <u>450 S. Orange Avenue, Orlando, FL 32801</u> |
| <u>1-205-1432</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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.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

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(Mailing Address of Limited Partnership)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

*[Signature]*

General Partner

STATE OF Florida Stephanie J. Thomas, Asst Secretary of CNL Claremont  
Sub INT 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 \_\_\_\_\_

*[Signature]*  
(Notary Public Signature)

Eliza J. Bardin

(Notary's Printed Name)

Seal

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



Eliza J. Bardin  
My Commission 00000751  
Expires March 16, 2008

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Stephanie J. Thomas, Asst Secretary of CNL Claremont  
a general partner of CNL Claremont Sub INT Mezz, LP Sub INT 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.

Stephanie J. Thomas  
General Partner

Stephanie J. Thomas, Asst Secretary of CNL Claremont Sub INT  
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 \_\_\_\_\_

Eliza J. Bardin  
(Notary Public Signature)

Eliza J. Bardin  
(Notary's Printed Name)



Eliza J. Bardin  
My Commission DD360751  
Expires March 18, 2008

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

# Delaware

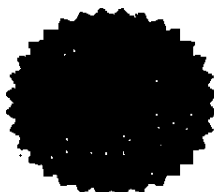
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL CLAREMONT SUB INT 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CNL CLAREMONT SUB INT MEZZ, LP" WAS FORMED ON THE SIXTEENTH DAY OF MARCH, A.D. 2005.



3940838 8300

050219156

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3747701

DATE: 03-16-05

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