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Page 1 of 1

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2005 MAR 18 A 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: Division of Corporations
Fax Number : (850) 205-0383
Eliza J. Bardin
From: Account Name : CNL HOTELS & RESORTS, INC.
Account Number : I20050000020
Phone : (407) 650-1549
Fax Number : (407) 540-2699

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DIVISION OF CORPORATION

FOREIGN LIMITED PARTNERSHIP

CNL Claremont Junior Mezz, LP

Certificate of Status	1
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FILED**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

MAR 18 A 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA1. CNL Claremont 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

(State of Formation)

4. 3/16/05

(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

(City)

Florida 32801

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Stephanie J. ThomasBy: [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

CNL Claremont Junior Mezz GP, LLC450 S. Orange Avenue, Orlando, FL 32801mo5-744310. 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withdrawn.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

03/18/2005 11:45 FAX

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FILED

12. PO Box 2226, Orlando, FL 32802

2005 MAR 18 A 10:14

(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



General Partner

STATE OF Florida Stephanie J. Thomas, Asst Secretary of CNL Claremont
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 DDS00751
Expires March 18, 2008

R05000067263 3

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP


2005 MAR 18 A 10:14

BEFORE ME the undersigned personally appeared Stephanie J. Thomas, Asst Secretary of CNL Claremont,
a general partner of CNL Claremont Junior Mezz, LP, a (an) Delaware Junior Mezz GP LLC 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 Secretary of CNL Claremont
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 DC000761
Expires March 16, 2008

Seal My Commission Expires: _____

Delaware

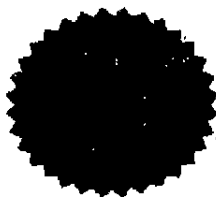
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL CLAREMONT 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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050218987



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3748529

DATE: 03-16-05