

05/28/98 15:38 FAX 407 648-8920

CNL CORPORATE SERVICES

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5/28/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000010001 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CNL GROUP, INC.

ACCT#: 113615003626

CONTACT: KYLE L WHITEJOHNSON
PHONE: (407)650-1000

FAX #: (407)648-8920

NAME: CNL APF PARTNERS, LP

AUDIT NUMBER.....H98000010001

DOC TYPE.....FOREIGN LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 3

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CHARGE.. \$1,793.75

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

.....
The General Partner, CNL APF GP Corp., has applied for authorization to
transact business in the State of Florida under fax audit #H98000009999. Please
coordinate these filings.

Thank you!

29

CM

Kyle WhiteJohnson

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98 MAY 29 AM 8:11
DIVISION OF CORPORATIONS

E98000010001

Florida Department of State, Sandra B. Mortham, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**1. CNL APF PARTNERS, 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. MAY 19, 1998
(Date of Formation)5. ROBERT A. BOURNE
(Name of Registered Agent for Service of Process)6. 400 E. SOUTH STREET, SUITE 500
(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. THE CORPORATION TRUST COMPANY, CORPORATION TRUST CENTER1209 ORANGE STREET, WILMINGTON, DELAWARE 19801
(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 APF GP CORP.400 E. SOUTH STREET, SUITE 500, ORLANDO, FL 3280110. 400 E. SOUTH STREET, SUITE 500, ORLANDO, FLORIDA 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.

This document prepared by:

CONTINUED

Kyle L. WhiteJohnson

CNL Group, Inc.

400 E. South St., Suite 500

Orlando, Florida 32801

407/650-1000

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05/28/98 15:39 FAX 407 848 8920

CNL CORPORATE SERVICES

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H98000010001

12. 400 E. SOUTH STREET, SUITE 500

ORLANDO, FLORIDA 32801
(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.

This 26th day of May, 19 98
CNL APF GP CORP., a Delaware corporation, as General Partner

By: [Signature]
Robert A. Bourne, President

STATE OF Florida

COUNTY OF Orange

On this 26th day of May, 1998

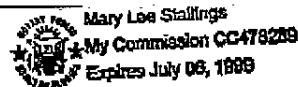
Robert A. Bourne, President personally appeared before me,
CNL APF GP CORP.

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

MARY LEE STALLINGS
(Notary's Printed Name)



Seal

My Commission Expires: _____

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

H98000010001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP

BEFORE ME, the undersigned, personally appeared Robert A. Bourne, President of CNL APF GP CORP., general partner of CNL APF PARTNERS, LP, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The amount of additional contributions anticipated to be contributed in the future is \$3,000,000,000.
3. The anticipated amount of the total capital contributions to date and anticipated to be contributed in the future of the limited partners that are allocated for the purposes of transacting business in the state of Florida is \$600,000,000.

Under penalties of perjury, I, being duly sworn, declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

DATED this 26th day of May, 1998.

CNL APF PARTNERS, LP, a Delaware limited partnership


By: CNL APF GP CORP, a Delaware corporation
as General Partner

By: 
Robert A. Bourne, President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

On this 26th day of May, 1998, Robert A. Bourne, President of CNL APF GP CORP., General Partner of CNL APF PARTNERS, LP, who is personally known to me, personally appeared before me and executed the foregoing Affidavit of Capital Contributions for Foreign Limited Partnership.


Notary Public, State of Florida
Name: MARY LEE STALLINGS
Commission No.: _____
My commission expires: _____

