

Division of Corporations

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**F00000003438****Florida Department of State**

Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

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**To:**

Division of Corporations  
Fax Number : (850) 922-4003

**From:**

Account Name : CNL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

**FOREIGN PROFIT QUALIFICATION****CNL RESTAURANT PROPERTIES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A  
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CNL RESTAURANT PROPERTIES, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 59-3651115

(FBI number, if applicable)

4. MAY 25, 2000

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. EFFECTIVE UPON ACCEPTANCE OF THIS APPLICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. BOX 4920

ORLANDO, FL 32802

(Current mailing address)

8. Investment in wholly owned subsidiaries

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Robert A. Bourne

Office Address: 450 S. Orange Avenue

Orlando

, Florida, 32801

(Zip code)

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## 10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)  
See attached addendum

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_Director: James M. Seneff, Jr.Address: 450 S. Orange AvenueOrlando, Florida 32801

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: John T. WalkerAddress: 450 S. Orange AvenueOrlando, Florida 32801

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_Secretary: Steven D. ShackelfordAddress: 450 S. Orange AvenueOrlando, Florida 32801

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
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TALLAHASSEE, FLORIDA**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Steven D. Shackelford, Senior Vice President

(Typed or printed name and capacity of person signing application)

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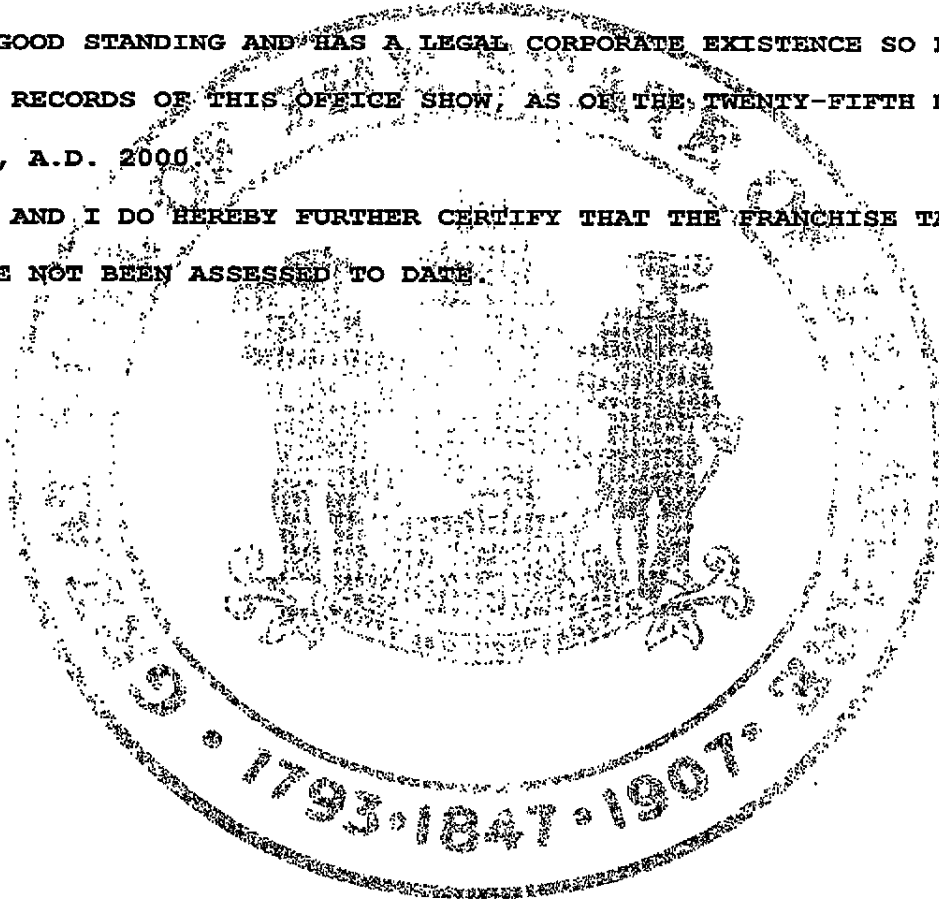
*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESTAURANT PROPERTIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW AS OF THE TWENTY-FIFTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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001266415

*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

0460194

DATE:

05-25-00

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ADDENDUM TO NO. 12

James M. Seneff, Jr.  
450 S. Orange Avenue  
Orlando, FL 32801  
**Director**

Curtis B. McWilliams  
450 S. Orange Avenue  
Orlando, FL 32801  
**Chief Executive Officer**

John T. Walker  
450 S. Orange Avenue  
Orlando, FL 32801  
**COO/President**

Steven D. Shackelford  
450 S. Orange Avenue  
Orlando, FL 32801  
**CFO/Sr. Vice President/Secretary**

Kyle L. WhiteJohnson  
450 S. Orange Avenue  
Orlando, FL 32801  
**Assistant Secretary**

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