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CNL TAX ACCOUNTING

001

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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

From: Amy Patterson

Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000 Direct dial: 407-650-1068
Fax Number : (407) 650-1065

FOREIGN PROFIT QUALIFICATION

CNL Phoenix GP Corp.

Certificate of Status	2
Certified Copy	1
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TALLAHASSEE, FLORIDA

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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 Phoenix GP Corp.
(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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 27, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 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. General Partner of Limited Partnership
(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)

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.

[Signature]
(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: James M. Seneff, Jr.Address: 450 S. Orange AvenueOrlando, FL 32801

Vice Chairman: _____

Address: _____

Director: James M. Seneff, Jr.Address: 450 S. Orange AvenueOrlando, FL 32801Director: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801

Vice President: _____

Address: _____

Secretary: Lynn E. RoseAddress: 450 S. Orange AvenueOrlando, FL 32801Treasurer: Lynn E. RoseAddress: 450 S. Orange AvenueOrlando, FL 32801

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.
Please see attached for additional officers.

13. _____

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

14. Robert A. Bourne, President

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

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CNL PHOENIX GP CORP.

Additional Directors/Officers

Andrew L. Stidd
114 West 47th Street, Suite 1715
New York, NY 10036
Director

Charles A. Muller
450 S. Orange Avenue
Orlando, FL 32801
Executive Vice President

C. Brian Strickland
450 S. Orange Avenue
Orlando, FL 32801
Senior Vice President of Finance & Administration

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

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL PHOENIX GP CORP." 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 THIRTIETH DAY OF OCTOBER, A.D. 2000.

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




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0761971

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DATE: 10-30-00

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