

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

NOTE: GOOD STANDING CERTIFICATE ATTACHED FROM DOMESTIC STATE OF DELAWARE.

FOREIGN PROFIT QUALIFICATION**CNL LLB SHS Management Corp.**

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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 LLE SHS Management 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

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

3. Applied for

(FEI number, if applicable)

4. November 16, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(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)

Owning a membership interest in and acting as a managing member of a limited liability company. Upon conversion of the limited liability company to a limited partnership,

8. corporation will act as 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.


(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: Robert A. BourneAddress: 450 S. Orange AvenueOrlando, FL 32801Director: Kevin P. BurnsAddress: 114 West 47th Street, Suite 1715New York, NY 10036**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: PLEASE SEE ATTACHED FOR COMPLETE LIST OF OFFICERS

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

Robert A. Bourne, President

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

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Officers of CNL LLB SHS Management Corp.

James M. Seneff, Jr.

Chairman of the Board
and Chief Executive Officer
President

Robert A. Bourne

Executive Vice President

Charles A. Muller

Executive Vice President

Thomas J. Hutchison, III

Vice President of Finance
& Administration

C. Brian Strickland

Lynn E. Rose

Secretary & Treasurer

Kyle L. WhiteJohnson

Assistant Secretary

Address for all officers:

450 S. Orange Avenue
Orlando, FL 32801

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FROM CORPORATION TRUST 302-655-5049

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL LLB SHS MANAGEMENT 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 SIXTEENTH DAY OF NOVEMBER, A.D. 2000.



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

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AUTHENTICATION: 0797542

DATE: 11-16-00

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