

Division of Corporations

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 : 113615003625
Phone : (407) 650-1000
Fax Number : (407) 650-1065

00 DEC 22 PM 5:05

SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

CNL Commercial, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 22 AM 10:28

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H00000066646 1

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 Commercial, 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. 59-3650067

(FEI number, if applicable)

4. May 26, 2000

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 450 So. Orange Avenue, Orlando, FL 32801

(Principal office address)

P. O. Box 4920, Orlando, FL 32802

(Current mailing address)

8. General partner of CNL Commercial Funding, LP

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

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

Name: Kevin B. Habicht

Office Address: 450 So. Orange Avenue

Orlando, Florida 32801

(City)

(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.

/L B. Hunt

(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.

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12. Names and addresses of officers and/or directors:

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A. DIRECTORS

Chairman: PLEASE SEE ATTACHED ADDENDUM

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: PLEASE SEE ATTACHED ADDENDUM

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. KL B. Habicht

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

14. Kevin B. Habicht, SVP, CFO and Secretary

(Typed or printed name and capacity of person signing application) H00000066646 1

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12/20/2000CNL Commercial, Inc. - Officers and Directors**CNL Commercial, Inc.**DirectorKevin B. Habicht
Gary M. Ralston
James M. Seneff, Jr.TitleDirector
Director
DirectorOfficer

Brian H. Fluck

Kevin B. Habicht

Gary M. Ralston
James M. Seneff, Jr.

Kyle L. WhiteJohnson

TitleExecutive Vice President
Chief Operating Officer
Senior Vice President
Secretary
Chief Financial Officer
President
Chairman
Chief Executive Officer
Assistant SecretaryFILED
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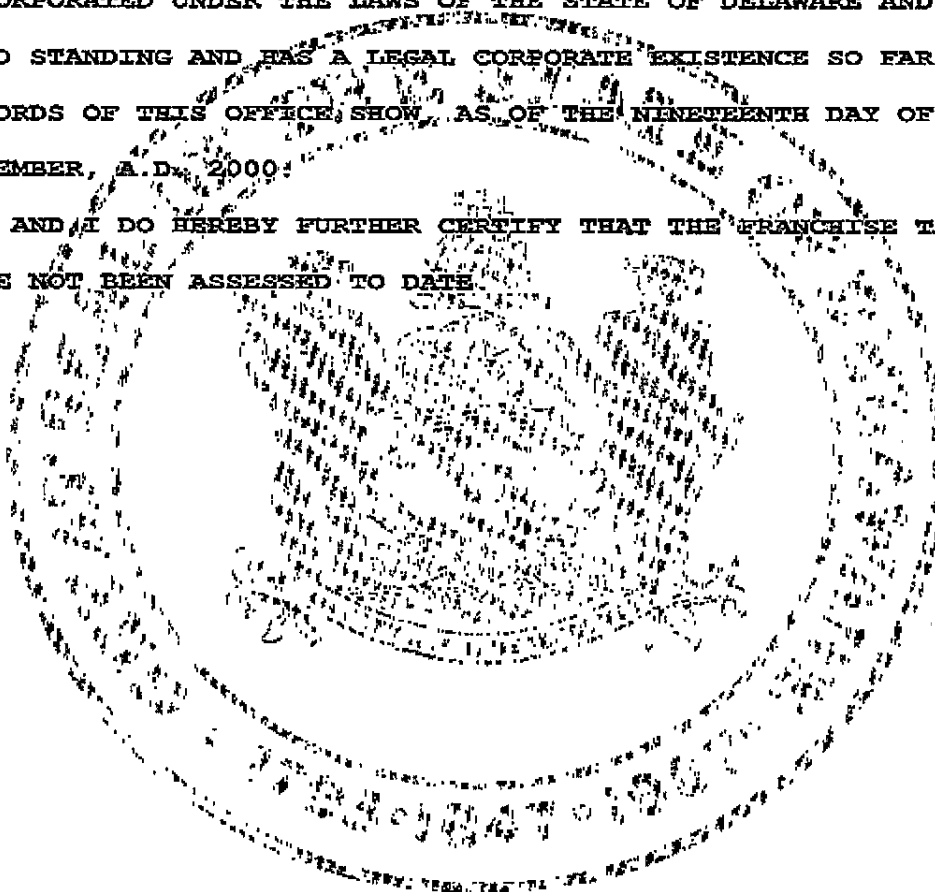
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL COMMERCIAL, 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 NINETEENTH DAY OF DECEMBER, A.D. 2000.

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



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

AUTHENTICATION: 0862897
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DATE: 12-19-00