

Division of Corporations

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Florida Department of State  
Division of Corporations  
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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

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FOREIGN PROFIT QUALIFICATION

CNL Restaurant Bond Holdings, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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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 Bond Holdings, 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. 59-3651110

(FEI number, if applicable)

4. May 24, 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 real estate partnership

(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: Michael I. WoodOffice Address: 450 So. Orange AvenueOrlando, Florida 32801

(City)

(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.*

Michael I. Wood

(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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12/18/2000CNL Restaurant Bond Holdings, Inc. - Directors and Officers**CNL Restaurant Bond Holdings, Inc.**DirectorRobert A. Bourne  
Christopher T. Burt  
James M. Seneff, Jr.  
David O. TaylorTitleDirector  
Independent Director  
Director (Chairman)  
Independent DirectorOfficerClinton B. Beaty  
Ixchell C. DuarteTitleSenior Vice President  
Senior Vice President  
Secretary  
Treasurer  
Chief Financial Officer  
Chairman  
President  
Chief Executive Officer  
Vice President  
Assistant Secretary  
Executive Vice President  
Chief Operating Officer

James M. Seneff, Jr.

Kyle L. WhiteJohnson

Michael I. Wood

Address: 450 So. Orange Avenue  
Orlando, FL 32801FILED  
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## 12. Names and addresses of officers and/or directors:

## 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:

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

13. Michael I. Wood

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

14. Michael I. Wood, COO and EVP

(Typed or printed name and capacity of person signing application)H00000066645 3

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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 RESTAURANT BOND HOLDINGS, 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.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*  
Edward J. Freel, Secretary of State

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AUTHENTICATION: H00000066645 3

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DATE: 12-19-00