

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 Investors Properties, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 22, 2000

LINDA A. SCARCELLI
CNL GROUP, INC.

SUBJECT: CNL RESTAURANT INVESTORS PROPERTIES, INC.
REF: W00000029943

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

FAX And. #: H00000066548
Letter Number: 800A00064173

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TALLAHASSEE, FLORIDA

00 DEC 22 AM 11:32

TO: ↑

*Attached.
Thank You*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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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 Investors 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. 59-3672598

(FEI number, if applicable)

4. September 21, 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: Robert W. Chapin

Office Address: 450 So. Orange Avenue

Orlando

(City)

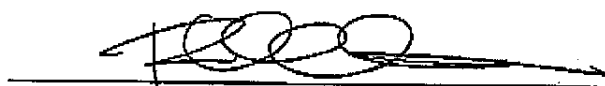
, Florida 32801

(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.

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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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DIVISION OF CORPORATIONS
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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 W. Chapin, President

(Typed or printed name and capacity of person signing application) H00000066548 9

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12/20/2000CNL Restaurant Investors Properties, Inc. - Officers and Directors**CNL Restaurant Investors Properties, Inc.**

<u>Director</u>	<u>Title</u>
Curtis B. McWilliams	Director
James M. Seneff, Jr.	Director
Andrew L. Stidd	Director
John T. Walker	Director
<u>Officer</u>	<u>Title</u>
Robert W. Chapin	President
John L. Farren	Vice President
	Secretary
Lisa S. Foster	Vice President
Suzanne M. Hay	Vice President
Andrew T. Panaccione	Vice President
Steven D. Shackelford	Senior Vice President
	Chief Financial Officer
	Treasurer
Howard J. Singer	Executive Vice President
Kyle L. WhiteJohnson	Assistant Secretary

Addresses for above: 450 So. Orange Avenue
Orlando, FL 32801

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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 INVESTORS 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 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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DIVISION OF CORPORATIONS
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Edward J. Freel, Secretary of State

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AUTHENTICATION: H00000066548 9

DATE: 12-19-00