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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

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From: Amy Patterson : (850) 650-1068
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

w001-16509

FOREIGN PROFIT QUALIFICATION

CNL Commercial Lending Corp.

| | |
|-----------------------|---------|
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SECTION 1
TALLAHASSEE, FLORIDA

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CNL TAX ACCOUNTING

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 18, 2001

CNL FINANCIAL GROUP, INC.

SUBJECT: CNL COMMERCIAL LENDING CORP.
REF: W01000016509

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TALLAHASSEE, FLORIDA

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H01000082318
Letter Number: 701A00042045

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 Commercial Lending 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. June 27, 2001
(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. 450 S. Orange Avenue, Orlando, FL 32801-3336
P.O. Box 4920, Orlando, FL 32802-4820
(Current mailing address)
8. Lending Company
(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, 32801-3336
(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: Please see attached list of directors.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: Please see attached 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. B.H. Fluck

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

14. Brian H. Fluck, President

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

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LIST OF DIRECTORS AND OFFICERS

CNL Commercial Lending Corp.

| <u>Director</u> | <u>Title</u> | <u>Address</u> |
|----------------------|--------------|--|
| Brian H. Fluck | Director | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| Kevin B. Habicht | Director | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| Gary M. Ralston | Director | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| David H. Scherer | Director | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| James M. Seneff, Jr. | Director | 450 S. Orange Avenue, Orlando, FL 32801-3336 |

| <u>Officer</u> | <u>Title</u> | <u>Address</u> |
|------------------------|--------------------------|--|
| Brian H. Fluck | President | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| Robert H. Forsythe | Senior Vice President | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| Henry E. Moorhead, Jr. | Chief Financial Officer | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| | Senior Vice President | |
| | Secretary | |
| David H. Scherer | Chief Operating Officer | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| | Executive Vice President | |
| James M. Seneff, Jr. | Chief Executive Officer | 450 S. Orange Avenue, Orlando, FL 32801-3336 |
| | Chairman | |

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL COMMERCIAL LENDING 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 TWENTY-EIGHTH DAY OF JUNE, A.D: 2001.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1216677

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