

08/17/01 13:54 FAX 407 650 1065 CNL TAX ACCOUNTING 4001
Division of Corporations Page 1 of 2
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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) 205-0383

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

FOREIGN PROFIT QUALIFICATION

CNL Retirement - GP/Holding Corp.

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 Retirement - GP/Holding 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 18, 2001
(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 S. Orange Avenue, Orlando, FL 32801-3336
(Principal office address)
P.O. Box 4920, Orlando, FL 32802-4920
(Current mailing address)
8. Real Estate Investments
(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: Bradley B. Rush
Office Address: 450 S. Orange Avenue
Orlando, Florida 32801-3336
(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.

Bradley B. Rush

(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached list

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. Bradley B. Rush

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

14. Bradley B. Rush, VP/Assistant Secretary

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

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CNL Retirement - GP/Holding Corp.

Directors

<u>NAME</u>	<u>ADDRESS</u>
James M. Seneff, Jr.	450 S. Orange Avenue Orlando, FL 32801-3336
Robert A. Bourne	450 S. Orange Avenue Orlando, FL 32801-3336

Officers

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
James M. Seneff, Jr.	450 S. Orange Avenue Orlando, FL 32801-3336	Chairman/CEO
Robert A. Bourne	450 S. Orange Avenue	President/Treas
Thomas J. Hutchison, III	450 S. Orange Avenue Orlando, FL 32801-3336	Exec. VP
Phillip M. Anderson	450 S. Orange Avenue Orlando, FL 32801-3336	Exec. VP
Bradley B. Rush	450 S. Orange Avenue Orlando, FL 32801-3336	VP/Assist. Sec.
Lynn E. Rose	450 S. Orange Avenue Orlando, FL 32801-3336	Secretary

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ALLAHASSIE FLORIDA

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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 RETIREMENT - GP/HOLDING 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 NINETEENTH DAY OF JUNE, A.D. 2001.

FILED
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TALLAHASSEE FLORIDA
STATE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1196530

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DATE: 06-19-01