

F010000004376

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (650) 205-0380

From:

Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Number : (407) 843-4444

Attn: Tamara Ashley

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DISSOLUTION OR WITHDRAWAL

CNL RETIREMENT - GP/HOLDING CORP.

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**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**CNL Retirement - GP/Holding Corp.

(Name of Corporation)

F01000004376

(Document Number of Corporation (if known))

Delaware

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

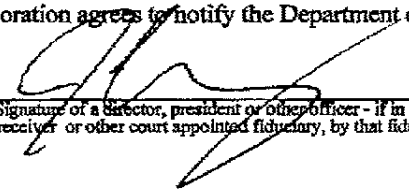
420 S. Orange Avenue, Suite 500

(Mailing Address)

Orlando, Florida 32801

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.


(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

John Mark Ramsey

(Typed or printed name of person signing)

1-26-07

(Date)

V.P.

(Title of person signing)

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