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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0383

From: AMY J. PATTERSON
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407)650-1000
Fax Number : (407)650-1065

*Please coordinate filings.

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FOREIGN PROFIT QUALIFICATION

CNL Retirement - GP/Florida 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/Florida 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. August 16, 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 So. 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 the state of Florida)

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9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Phillip M. Anderson

Office Address: 450 So. Orange Avenue

Orlando (City), 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:** H01000091387 0

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:

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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. Phillip M. Anderson, Executive Vice President
(Typed or printed name and capacity of person signing application)

STF FL32376F.2

CNL Retirement - GP/Florida Corp.

Directors

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

Officers

NAME	ADDRESS	OFFICE
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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Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT - GP/FLORIDA 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 SEVENTEENTH DAY OF AUGUST, A.D. 2001.

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TALLAHASSEE, FLORIDA

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1300250

DATE: 08-17-01