

09/12/05 FAX 407 650-1065 CNL FIN ACCOUNTING 01
 Division of Corporations Page 1 of 1
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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

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9/5

FOREIGN PROFIT QUALIFICATION

HMA Tenant Corporation

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 TALLAHASSEE, FLORIDA
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Certificate of Status	1
Certified Copy	1
Page Count	03
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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. HMA Tenant Corporation

(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 28, 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. P.O. Box 4920

Orlando, FL 32802-4920

(Current mailing address)

8. Manage/operate hotel

(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: C. Brian Strickland

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.

C. Brian Strickland

C. Brian Strickland

(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)

FL019 - 9/2/99 CT System Online

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: PLEASE SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)President: PLEASE SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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DIVISION OF CORPORATIONS
01 SEP - 5 PM 2:03**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. C. Brian Strickland

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

14. C. Brian Strickland, Sr. Vice President of Finance & Administration
(Typed or printed name and capacity of person signing application)

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Officers/DirectorsDirectorsAddress

Andrew L. Stidd (Independent)
Bernard J. Angelo (Independent)
Thomas J. Hutchison, III

114 West 47th Street, Ste 1715, New York, NY 10036
114 West 47th Street, Ste 1715, New York, NY 10036
450 S. Orange Avenue, Orlando, FL 32801-3336

Officers

Address of all officers: 450 S. Orange Avenue, Orlando, FL 32801-3336

James M. Seneff, Jr.	Chief Executive Officer
Robert A. Bourne	President and Treasurer
Charles A. Muller	Executive Vice President
C. Brian Strickland	Sr. Vice President of Finance and Administration
Lynn E. Rose	Secretary
Linda A. Scarcelli	Assistant Secretary

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CNL TAX ACCOUNTING

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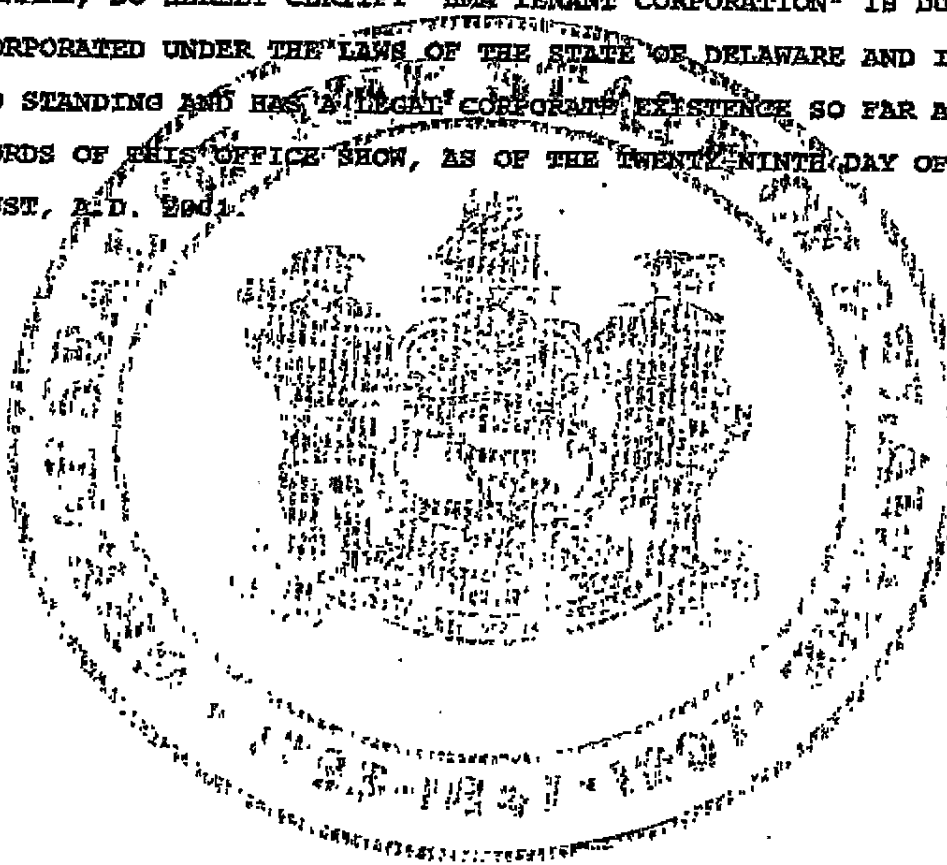
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State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMA TENANT CORPORATION" 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-NINTH DAY OF AUGUST, A.D. 2001.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3430700 8300

AUTHENTICATION: 1319626

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DATE: 08-29-01

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