

Division of Corporations

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To:

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

From:

SUZANNE M. McLAUGHLIN
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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FOREIGN PROFIT QUALIFICATION**CNL Bridgewater GP Corp.**

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Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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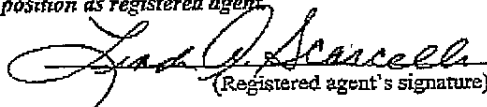
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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 Bridgewater GP 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. 6/06/02
(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. PO Box 4920, Orlando FL 32801
(Current mailing address)
8. General partner of limited partnership
(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: Linda A. Scarcelli
Office Address: 450 S. Orange Avenue
Orlando, Florida, 32801
(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: James M. Seneff Jr.Address: 450 S. Orange Avenue, Orlando FL 32801

Vice Chairman: _____

Address: _____

Director: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando FL 32801Director: Adrianne M. HorneAddress: 1209 Orange Street, Wilmington DE 19801**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**President: Thomas J. Hutchison IIIAddress: 450 S. Orange Avenue, Orlando FL 32801Vice President: Tammie A. QuinlanAddress: 450 S. Orange Avenue, Orlando FL 32801Secretary: Lynn E. RoseAddress: 450 S. Orange Avenue, Orlando FL 32801Treasurer: Robert A. BourneAddress: 450 S. Orange Avenue, Orlando FL 32801

SEE ATTACHED

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. Linda A. Scarcelli, Assistant Secretary

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

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CNL Bridgewater GP Corp.

Charles A. Muller
450 S. Orange Avenue
Orlando FL 32801
Executive Vice President

James M. Seneff Jr.
450 S. Orange Avenue
Orlando FL 32801
Chairman/Chief Executive Officer

Linda A. Scarcelli
450 S. Orange Avenue
Orlando FL 32801
Assistant Secretary

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TALLAHASSEE, FLORIDA

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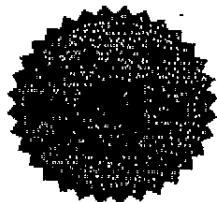
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL BRIDGEWATER GP 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 SIXTH DAY OF JUNE, A.D. 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1816566

DATE: 06-06-02

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