

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

CNL Retirement - GP/Tennessee Corp.

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Certificate of Status	1
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Page Count	04.5
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/Tennessee 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. September 24, 2002

(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. 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

(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.

[Handwritten signature of Linda A. Scarcelli]

(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: James M. Seneff, Jr.

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

Vice Chairman:

Address:

Director: Robert A. Bourne

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

Director: Thomas J. Hutchison, III

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

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Thomas J. Hutchison, III

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

Vice President:

Address:

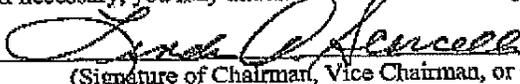
Secretary: Lynn E. Rose

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

Treasurer: Robert A. Bourne

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

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

10/16/2002

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Additional Officers

CNL Retirement - GP/Tennessee Corp.

James M. Seneff, Jr.
450 S. Orange Avenue
Orlando, FL 32801-3336
Chief Executive Officer

Phillip M. Anderson
450 S. Orange Avenue
Orlando, FL 32801-3336
Executive Vice President

Stuart J. Beebe
450 S. Orange Avenue
Orlando, FL 32801-3336
Executive Vice President

Bradley B. Rush
450 S. Orange Avenue
Orlando, FL 32801-3336
Senior Vice President

Linda A. Scarcelli
450 S. Orange Avenue
Orlando, FL 32801-3336
Assistant Secretary

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT - GP/TENNESSEE 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 TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2002.

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 TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

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