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Florida Department of State
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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

DIVISION OF CORPORATION

03 FEB -5 PM 1:00

RECEIVED

FOREIGN PROFIT QUALIFICATION

Rye Town Tenant Corp.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

DIVISION OF CORPORATION

03 FEB -5 AM 8:58

FILED

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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. Rye Town Tenant 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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/21/2003 5. Perpetual
(Date of incorporation) (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
(Principal office address)
PO Box 4920, Orlando FL 32801
(Current mailing address)
8. Transacting business as owner/manager of 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: Linda A. Scarcelli
Office Address: 450 S. Orange Avenue
Orlando Florida 32801
(City) (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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas J. Hutchison III

Address: 450 S. Orange Avenue, Orlando FL 32801

Vice Chairman:

Address:

Director: Charles A. Muller

Address: 450 S. Orange Avenue, Orlando FL 32801

Director: Tony Wong

Address: 114 W. 47th Street, Suite 1715, New York NY 10036

B. OFFICERS

President: Thomas J. Hutchison III

Address: 450 S. Orange Avenue, Orlando FL 32801

Vice President: Marcel Verbaas

Address: 450 S. Orange Avenue, Orlando FL 32801

Secretary: Charles A. Muller

Address: 450 S. Orange Avenue, Orlando FL 32801

Treasurer: Charles A. Muller

Address: 450 S. Orange Avenue, Orlando FL 32801

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.

Thomas J. Hutchison III, President

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

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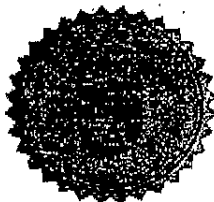
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RYE TOWN TENANT 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-SECOND DAY OF JANUARY, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2217037

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DATE: 01-22-03