

Division of Corporations

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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:

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

FOREIGN PROFIT QUALIFICATION

CNL New Orleans Tenant Corp.

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

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03 MAR 18 PM 2:47
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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 New Orleans 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. 3/12/03 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 So. Orange Avenue, Orlando, FL 32801
(Principal office address)
P. O. Box 4920, Orlando, FL 32802
(Current mailing address)
8. Hotel tenant
(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 So. Orange Avenue
Orlando, Florida 33801
(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.

By: _____

(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: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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03/13/2003

Attachment to Application by Foreign Corporation

CNL New Orleans Tenant Corp.

<u>Director</u>	<u>Title</u>
Robert A. Bourne	Director
James M. Seneff, Jr.	Director
Tony Wong	Independent Director

<u>Officer</u>	<u>Title</u>
Robert A. Bourne	Treasurer
Thomas J. Hutchison, III	President
Charles A. Muller	Executive Vice President
Tammie A. Quinlan	Senior Vice President
Lynn E. Rose	Secretary
Linda A. Scarcelli	Assistant Secretary
James M. Seneff, Jr.	Chairman
	Chief Executive Officer
C. Brian Strickland	Executive Vice President
Marcel Verbaas	Senior Vice President

Address for Independent Director: Tony Wong
114 West 47th Street
Suite 1715
New York, NY 10036

Address for all other Officers and Directors: 450 So. Orange Avenue
Orlando, FL 32801

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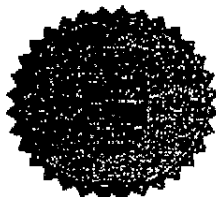
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL NEW ORLEANS 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 THIRTEENTH DAY OF MARCH, A.D. 2003.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2305048

DATE: 03-13-03

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