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

FOREIGN PROFIT QUALIFICATION

CNL Retirement SU TRS Corp.

Certificate of Status	1
Certified Copy	1
Page Count	04
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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 Retirement SU TRS 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. 03/27/2003

(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

(Principal office address)

PO Box 4920, Orlando FL 32802-4920

(Current mailing address)

8. Investment activity

(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

(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: 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: Thomas J. Hutchison, IIIAddress: 450 S. Orange Avenue, Orlando FL 32801

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. Linda A. Scarcelli
(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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03/31/2003

CNL Retirement SU TRS Corp.**CNL Retirement SU TRS Corp.**

<u>Name</u>	<u>Title</u>	<u>Business</u>
Phillip M. Anderson	Executive Vice President	450 S. Orange Avenue Orlando, FL 32801
Stuart J. Beebe	Executive Vice President	450 S. Orange Avenue Orlando, FL 32801
Robert A. Baume	Treasurer	450 S. Orange Avenue Orlando, FL 32801
Thomas J. Hutchison, III	President	450 S. Orange Avenue Orlando, FL 32801
Lynn E. Rose	Secretary	450 S. Orange Avenue Orlando, FL 32801
Bradley B. Rush	Senior Vice President	450 S. Orange Avenue Orlando, FL 32801
Linda A. Scarcelli	Assistant Secretary	450 S. Orange Avenue Orlando, FL 32801
James M. Seneff, Jr.	Chairman	450 S. Orange Avenue Orlando, FL 32801
	Chief Executive Officer	

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TALLAHASSEE, FLORIDA

Delaware

The First State

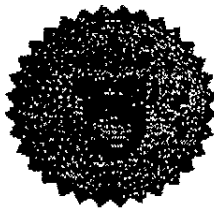
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT SU TRS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2333984

DATE: 03-27-03

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