

Division of Corporations

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FD3000004080

Florida Department of State
Division of Corporations
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(((H03000253619 8)))

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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

03 AUG 15 PM 3:20
RECEIVED
DIVISION OF CORPORATIONS
FAX UNIT

No penalties due per Gretchen 8-15-03

FOREIGN PROFIT QUALIFICATION

CNL Restaurant Properties, Inc.

03 AUG 15 PM 2:08
RECEIVED
DIVISION OF CORPORATIONS

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$9,352.50

\$ 87.50

JB 8-15-03

H0300025361998

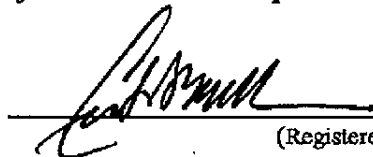
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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 Restaurant Properties, Inc.
(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. Maryland 3. 59-3239115
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/2/1994 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Previously withdrawn 8/7/03 (Old Document No.: F95000003627)
(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. Transact business as owner/lessor of commercial real property
(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: Curtis B. McWilliams
Office Address: 450 S. Orange Ave.
Orlando, Florida 32801-3336
(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: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: See attached

Address: _____

Vice President: _____

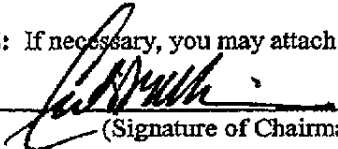
Address: _____

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. Curtis B. McWilliams

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

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08/11/2003

Officers & Directors

CNL Restaurant Properties, Inc.

<u>Director</u>	<u>Title</u>
Robert A. Bourne	Director
G. Richard Hostetter	Independent Director
Richard C. Huseman	Independent Director
J. Joseph Kruse	Independent Director
James M. Seneff, Jr.	Director

<u>Officer</u>	<u>Title</u>
Ischell C. Duarte	Senior Vice President
	Corporate Controller
Curtis B. McWilliams	Co-Chief Executive Officer
	President
Rosemary Q. Mills	Senior Vice President of Finance and Strategic Planning
James M. Seneff, Jr.	Co-Chief Executive Officer
Steven D. Shackelford	Chief Financial Officer
	Executive Vice President
	Secretary
	Treasurer
	Chief Administrative Officer


APPROPRIATE
FILE
03 AUG 15 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CNL RESTAURANT PROPERTIES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS AUGUST 14, 2003.



Paul B. Anderson
Charter Division

