

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: 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  
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No penalties due per Gretchen 8-15-03

FOREIGN PROFIT QUALIFICATION

CNL Restaurant Properties, Inc.

03 AUG 15 PM 2:08  
RECEIVED  
DIVISION OF CORPORATION

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

\$ 87.50

8-15-03

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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 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

(State or country under the law of which it is incorporated)

3. 59-3239115

(FEI number, if applicable)

4. 5/2/1994

(Date of incorporation)

5. Perpetual

(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 Previously withdrawn 8/7/03 (Old Document No.: F95000003627)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.

03 AUG 15 PM 3:20  
STATE OF FLORIDA  
DEPARTMENT OF STATE  
AND  
CORPORATION

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:

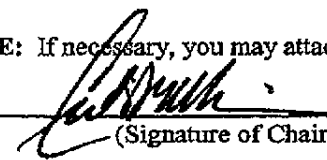
Secretary:

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. 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.

Director

Robert A. Bourne  
G. Richard Hostetter  
Richard C. Huseman  
J. Joseph Kruse  
James M. Seneff, Jr.

Title

Director  
Independent Director  
Independent Director  
Independent Director  
Director

Officer

Ixchell C. Duarte  
  
Curtis B. McWilliams  
  
Rosemary Q. Mills  
James M. Seneff, Jr.  
Steven D. Shackelford

Title

Senior Vice President  
Corporate Controller  
Co-Chief Executive Officer  
President  
Senior Vice President of Finance and Strategic Planning  
Co-Chief Executive Officer  
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

