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

FOREIGN PROFIT QUALIFICATION

CHH Torrey Pines Tenant Corp.

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

APPROVED
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TALLAHASSEE
DIVISION OF CORPORATION

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JB
12-5-03

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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. CHH Torrey Pines Tenant Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

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

3. Applied for

(FBI number, if applicable)

4. 12/02/2003

(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. Transact business as manager of hotel 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: 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.

By: Linda A. Scarcelli

(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.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Thomas J. Hutchison IIIAddress: 450 S. Orange Avenue, Orlando FL 32801Director: John A. GriswoldAddress: 450 S. Orange Avenue, Orlando FL 32801**B. OFFICERS**President: John A. GriswoldAddress: 450 S. Orange Avenue, Orlando FL 32801

Vice President: _____

Address: _____

Secretary: Tammie A. QuinlanAddress: 450 S. Orange Avenue, Orlando FL 32801Treasurer: Tammie A. QuinlanAddress: 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 Director or Officer listed in number 12 of the application)

14. John A. Griswold, President

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Additional Officers

Barry A.N. Bloom, Sr. Vice President
450 S. Orange Avenue
Orlando FL 32801

Paul H. Williams, Sr. Vice President
450 S. Orange Avenue
Orlando FL 32801

Tammie A. Quinlan, Sr. Vice President, Secretary and Treasurer
450 S. Orange Avenue
Orlando FL 32801

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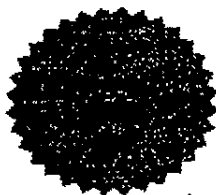
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CHH TORREY PINES 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 SECOND DAY OF DECEMBER, A.D. 2003.

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3733942 8300

AUTHENTICATION: 2781927

030769878

DATE: 12-02-03

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