

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
 Eliza J. Bardin

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

FOREIGN PROFIT QUALIFICATION

CNL Resort Biltmore Real Estate, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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DIVISION OF CORPORATION

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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 Resort Biltmore Real Estate, Inc.
(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. 33-0938464
(FEI number, if applicable)
4. 12/12/2000
(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 617.155, F.S.)
7. 450 S. Orange Avenue, Orlando, FL 32801-3336
(Principal office address)

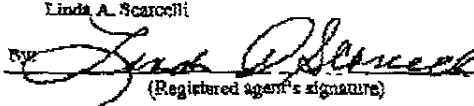
PO Box 4920, Orlando, FL 32802-4920
(Current mailing address)
8. Licensed Real Estate Broker
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agents (P.O. Box or Mail Drop Box NOT acceptable)

Name: Linda A. Scarocelli

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.

Linda A. Scarocelli


(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
TALLAHASSEE

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A. DIRECTORSChairman: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Please 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. *John A. Griswold*

(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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CNL TAX ACCOUNTING

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CNL Resort Biltmore Real Estate, Inc.

Directors

John A. Griswold	450 S. Orange Avenue Orlando, FL 32801
Barry A. N. Bloom	450 S. Orange Avenue Orlando, FL 32801
Paul H. Williams	450 S. Orange Avenue Orlando, FL 32801
Andrew Stidd	445 Broad Hollow Road Melville, NY 11747
Tony Wong	2323 62nd Street Brooklyn, NY 11204

Officers

John A. Griswold	President	450 S. Orange Avenue Orlando, FL 32801
Cynthia J. Stockwell	Vice President of Brokerage Services	2400 E. Missouri Road Phoenix, AZ 85016
Barry A. N. Bloom	Senior Vice President Treasurer Secretary	450 S. Orange Avenue Orlando, FL 32801
Paul H. Williams	Senior Vice President	450 S. Orange Avenue Orlando, FL 32801

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TALLAHASSEE, FLORIDA

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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 RESORT BILTMORE REAL ESTATE, INC." 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 APRIL, A.D. 2004.

3328465 8300

040242300



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3011837

DATE: 04-02-04

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