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Division of Corporations

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Page 1 of 1

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Eliza J. Bardin

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 540-2699

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

CNL First Merger GP Corp.

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

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WL 09/08/04

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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 First Merger GP Corp.

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

(FEI number, if applicable)

4. 07/19/04

(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 3801

(Principal office address)

PO Box 4920, Orlando, FL 32802

(Current mailing address)

8. General Partner of Limited Partnership

(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.

Linda A. Scarcelli

By: 

(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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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. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Barry A. N. Bloom, Senior Vice President

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

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H04000171697 3

07/20/2004

Officer and Directors Address

CNL First Merger GP Corp.

<u>Name</u>	<u>Title</u>
Barry A.N. Bloom	Senior Vice President
Robert A. Bourne	Director Treasurer
John A. Griswold	Director President
Thomas J. Hutchison, III	Director Chief Executive Officer Chairman
Linda A. Scarcelli	Assistant Secretary
C. Brian Strickland	Executive Vice President Secretary
Paul H. Williams	Senior Vice President

Business address for all officers and directors is

450 S. Orange Avenue
Orlando, FL 32801

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Delaware

PAGE 1

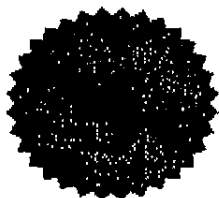
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL FIRST MERGER GP 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 NINETEENTH DAY OF JULY, A.D. 2004.

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DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3240468

DATE: 07-19-04