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

FOREIGN PROFIT QUALIFICATION

CNL INCOME TRS HOLDING CORP.

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

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DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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 INCOME TRS HOLDING 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. 9/29/2004

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 450 S ORANGE AVENUE

(Principal office address)

ORLANDO FL, 32801-3336

(Current mailing address)

8. HOLDING COMPANY

(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 NOT acceptable)

Name: LINDA A. SCARCELLI

Office Address: 450 S. ORANGE AVENUE

ORLANDO

(City)

, Florida 32801-3336

(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.

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

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STATE
TALLAHASSEE
FLORIDA

A. DIRECTORS

SEE ATTACHMENT

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: _____

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. Charles A. Muller
(Signature of Director or Officer listed in number 12 of the application)

14. Charles A. Muller, Chief Operating Officer
(Typed or printed name and capacity of person signing application)

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CNL Income TRS Holding Corp. (Delaware corp.)

To be qualified in: Florida

Directors	Title
Thomas J. Hutchison, III	Director
Charles A. Muller	Director
Tammie A. Quinlan	Director

Officer	Title
Thomas J. Hutchison, III	Chief Executive Officer
Raymon Byron Carlock, Jr.	President
Robert A. Bourne	Treasurer
Charles A. Muller	Chief Operating Officer
Tammie A. Quinlan	Senior Vice President and Secretary
Linda A. Scarcelli	Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FROM CORPORATION TRUST WILM. TEAM #2

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Delaware

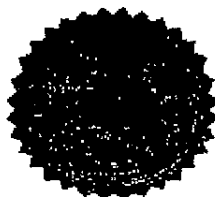
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME TRS HOLDING 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 THIRTIETH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
2004 OCT - 1 P 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3881313 8300

AUTHENTICATION: 3384599

040708496

DATE: 09-30-04

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