

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

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

CNL Retail Manager Corp.

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

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 Retail Manager 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 3. Applied For
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 11/17/2004 5. Perpetual
(Date of incorporation) (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, Orlando, FL 32801
(Principal office address)

PO Box 4920, Orlando, FL 32802
(Current mailing address)
8. Real Estate 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, 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.


(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:

SECRETARY OF
STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: _____

Address: See Attachment

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment

Address: _____

Vice President: _____

Address: _____

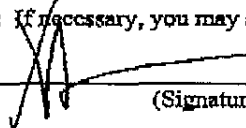
Secretary: _____

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. Tammie A. Quinlan, Senior Vice President and Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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Income

CNL Retail Manager Corp.

<u>Name</u>	<u>Title</u>	<u>Business</u>
Robert A. Bourne	Treasurer	450 S. Orange Avenue P.O. Box 4920 Orlando, FL 32801
Kevin P. Burns	Independent Director	445 Broad Hollow Road Melville, NY 11747
Raymon Byron Carlock, Jr.	President	450 S. Orange Avenue Orlando, FL 32801-3336
Thomas Guinn Huffsmith	Senior Vice President	
Thomas J. Hutchison, III	Director	450 S. Orange Avenue Orlando, FL 32801
	Chief Executive Officer	
Charles A. Muller	Director	450 S. Orange Avenue Orlando, FL 32801
	Chief Operating Officer	
Tammie A. Quinlan	Director	450 S. Orange Avenue Orlando, FL 32801
	Secretary	
	Senior Vice President	
Linda A. Scarcelli	Assistant Secretary	450 S. Orange Avenue Orlando, FL 32801

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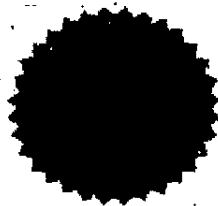
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETAIL MANAGER 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3484059

DATE: 11-17-04

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