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

MJH

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STATE
ALABAMA
FLORIDA

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

CNL Beneficiary Whistler TRS Corp.

Certificate of Status	1
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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 Beneficiary Whistler TRS 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. 11/17/2004

(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, 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

(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.


(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. 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)

11/19/2004

Income

CNL Beneficiary Whistler TRS Corp.

<u>Name</u>	<u>Title</u>	<u>Business</u>
Frank B. Bilotta	Independent Director	114 West 47th Street, Suite 1715 New York, NY 10036
Robert A. Bourne	Treasurer	450 S. Orange Avenue P.O. Box 4920 Orlando, FL 32801
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

Delaware

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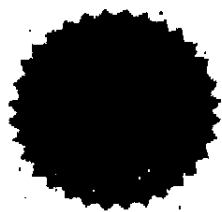
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL BENEFICIARY WHISTLER TRS 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.

3882856 8300

040830101



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3484143

DATE: 11-17-04

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