

01/24/2005 13:19 FAX

Division of Corporations

**F05000000379**

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To:

Division of Corporations  
Fax Number : (850) 205-0383  
LINDA A. SCARCELT

From:

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

**FOREIGN PROFIT QUALIFICATION**

**CNL Retail Manager Holding Corp.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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TALLAHASSEE, FLORIDA

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**F05-379**  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 24, 2005

CNL FINANCIAL GROUP, INC.

SUBJECT: CNL RETAIL MANAGER HOLDING CORP.  
REF: W05000003500

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the names and street addresses of the officers and directors of the corporation on the form/application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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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 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 3. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
  
4. 11/12/2004 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 32801-3336  
(Principal office address)  
  
PO Box 4920, Orlando, FL 32802-4920  
(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, 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:

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**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: PLEASE SEE ATTACHED LIST  
\_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: PLEASE SEE ATTACHED LIST  
\_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

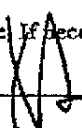
Secretary: \_\_\_\_\_

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

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01/24/2005

CNL Retail Manager Holding Corp.

Address for all Officers and Directors: 450 So. Orange Avenue  
Orlando, FL 32801

<u>Director</u>	<u>Title</u>
Thomas J. Hutchison, III	Director
Charles A. Muller	Director
Tammie A. Quinlan	Director

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

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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 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 SIXTEENTH DAY OF NOVEMBER, A.D. 2004.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2005 JAN 24 AM 8:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUTHENTICATION: 3480701

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DATE: 11-16-04

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