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Division of Corporations

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Florida Department of State
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To:

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

From:

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 Gatlinburg GP Corp.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

05 NOV 30 AM 11:16

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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 Gatlinburg 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. 20-3850173

(FEI number, if applicable)

4. November 14, 2005

(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 Ave., Orlando, FL 32801

(Principal office address)

P.O. Box 4920, Orlando, FL 32802

(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 Ave.

Orlando

(City)

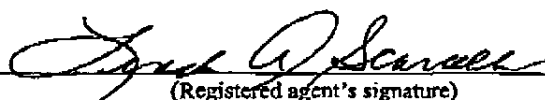
, Florida 32801

(Zip code)

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STATE
TALLAHASSEE, FLORIDA

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:

A. DIRECTORS

Chairman: _____

Address: _____

Director: Raymon Byron Carlock, Jr.Address: 450 S. Orange Ave.Orlando, FL 32801Director: Tammie A. QuinlanAddress: 450 S. Orange Ave.Orlando, FL 32801Director: Charles A. MullerAddress: 450 S. Orange Ave.Orlando, FL 32801**B. OFFICERS**President: Raymon Byron Carlock, Jr.Address: 450 S. Orange Ave.Orlando, FL 32801Exec. Vice President: Charles A. MullerAddress: 450 S. Orange Ave.Orlando, FL 32801Secretary: Tammie A. QuinlanAddress: 450 S. Orange Ave., Orlando, FL 32801Treasurer: Robert A. BourneAddress: 450 S. Orange Ave., Orlando, FL 32801**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. Linda A. Scarcelli

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

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**ADDENDUM TO APPLICATION
LIST OF ADDITIONAL OFFICERS**

CNL GATLINBURG GP CORP.

Executive Vice President	Tammie A. Quinlan
Chief Financial Officer	Tammie A. Quinlan
Assistant Secretary	Linda A. Scarcelli

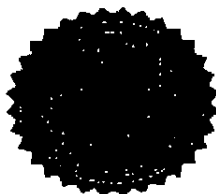
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL GATLINBURG 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2005.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4295881

DATE: 11-15-05

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