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Division of Corporations

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0363

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

CNL Income Holding, Inc.

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

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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 HOLDING, INC.

(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. 16-1737368

(FBI number, if applicable)

4. October 7, 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)

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: _____

Raymon Byron Carlock, Jr.

Address: 450 S. Orange Ave.

Orlando

Director: Charles A. Muller

Address: 450 S. Orange Ave.

Orlando, FL 32801

Director: Tammie A. Quinlan

Address: 450 S. Orange Ave.

Orlando, FL 32801

B. OFFICERS

President: Raymon Byron Carlock, Jr. 450 S. Orange Ave., Orlando, FL 32801

Address: 450 S. Orange Ave.

Orlando, FL 32801

Vice President: Charles A. Muller

Address: 450 S. Orange Ave.

Orlando, FL 32801

Secretary: Tammie A. Quinlan

Address: 450 S. Orange Ave., Orlando, FL 32801

Treasurer: Robert A. Bourne

Address: 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, Asst. Secretary

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

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ADDENDUM TO APPLICATION
LIST OF ADDITIONAL OFFICERS

CNL INCOME HOLDING, INC.

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

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FROM CORPORATION TRUST WILM TEAM #2

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Delaware

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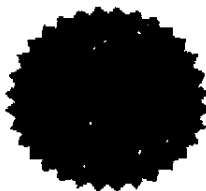
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME HOLDING, INC." 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 ELEVENTH DAY OF OCTOBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CNL INCOME HOLDING, INC." WAS INCORPORATED ON THE SEVENTH DAY OF OCTOBER, A.D. 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4042588 8300

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