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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

CNL Income Waterworld TRS Corp.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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 Waterworld 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. pending

(FEI number, if applicable)

4. January 19, 2007

(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. Lessor of personal property

(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.

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12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Please see attached

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Linda A. Scarcelli, Asst. Sec.
(Typed or printed name and capacity of person signing application)

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• CNL Income Waterworld TRS Corp.

Director/Manager	Title	Address
Raymon Byron Carlock, Jr.	Director	450 S. Orange Ave., Orlando, FL 32801
Charles A. Muller	Director	450 S. Orange Ave., Orlando, FL 32801
Tammie A. Quinlan	Director	450 S. Orange Ave., Orlando, FL 32801
John L. Fridlington	Independent Director	445 Broad Hollow Rd., Suite 239, Melville, NY 11747
David V. DeAngelis	Independent Director	445 Broad Hollow Rd., Suite 239, Melville, NY 11747

Officer	Title	Address
Raymon Byron Carlock, Jr.	President	450 S. Orange Ave., Orlando, FL 32801
Robert A. Bourne	Treasurer	450 S. Orange Ave., Orlando, FL 32801
Charles A. Muller	Executive Vice President	450 S. Orange Ave., Orlando, FL 32801
Tammie A. Quinlan	Executive Vice President	450 S. Orange Ave., Orlando, FL 32801
	Secretary	
Myron Thomas	Vice President of Corporate Finance and Treasury	450 S. Orange Ave., Orlando, FL 32801
Linda A. Scarcelli	Assistant Secretary	450 S. Orange Ave., Orlando, FL 32801

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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 WATERWORLD 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 TWENTY-SECOND DAY OF JANUARY, A.D. 2007.

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TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5371582

DATE: 01-22-07

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