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CNL CORPORATE SERVICES

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CNL GROUP, INC.

ACCT#: 113615003626

CONTACT: KYLE L WHITEJOHNSON
PHONE: (407)650-1000

FAX #: (407)648-8920

NAME: CNL AFF LP CORP.

AUDIT NUMBER.....H98000009996

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1 PAGES..... 4

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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 APF LP CORP.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 59-3512196

(FEI number, if applicable)

4. MAY 15, 1998

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or
"perpetual")

6. EFFECTIVE UPON ACCEPTANCE OF THIS APPLICATION

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 400 E. SOUTH STREET, SUITE 500ORLANDO, FLORIDA 32801

(Current mailing address)

8. PLEASE SEE ATTACHED ADDENDUM "A"

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**Name: ROBERT A. BOURNEOffice Address: 400 E. SOUTH ST., SUITE 500ORLANDO, 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.

This document prepared by:

Kyle L. WhiteJohnson

CNL Group, Inc.

400 E. South St., Suite 500

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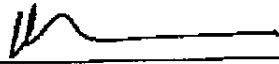
12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)
A. **DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: JAMES M. SENEFF, JR.
Address: 400 E. SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801
Vice Chairman: ROBERT A. BOURNE
Address: 400 E. SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801
Director: JAMES M. SENEFF, JR.
Address: 400 E. SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801
Director: ROBERT A. BOURNE
Address: 400 E. SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801 PLEASE SEE ATTACHED ADDENDUM "A"

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: ROBERT A. BOURNE
Address: 400 E. SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801
Vice President: CURTIS B. MCWILLIAMS
Address: 400 E. SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801
Secretary: LYNN E. ROSE
Address: 400 E. SOUTH STREET, SUITE 500
ORLANDO, FLORIDA 32801
Treasurer: LYNN E. ROSE
Address: 400 E. SOUTH STREET, SUITE 500, ORLANDO, FLORIDA 32801

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT A. BOURNE, PRESIDENT
(Typed or printed name and capacity of person signing application)

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CNL APF LP CORP.

ADDENDUM "A"

8. Purposes of corporation:

The purpose of the Corporation is to engage in any and all lawful activities permitted under the General Corporation Law, as the same now exists and as hereafter amended.

12. Additional Officers & Directors:

Director	Curtis B. McWilliams 400 E. South St., Suite 500 Orlando, FL 32801
Chief Executive Officer	James M. Seneff, Jr. 400 E. South St., Suite 500 Orlando, FL 32801
Executive Vice President	Jeanne A. Wall 400 E. South St., Suite 500 Orlando, FL 32801
Assistant Secretary	Kyle L. WhiteJohnson 400 E. South St., Suite 500 Orlando, FL 32801
Chief Operating Officer Executive Vice Pres.	John T. Walker 400 E. South St., Suite 500 Orlando, FL 32801
Chief Financial Officer	Stephen D. Shackelford 400 E. South St., Suite 500 Orlando, FL 32801

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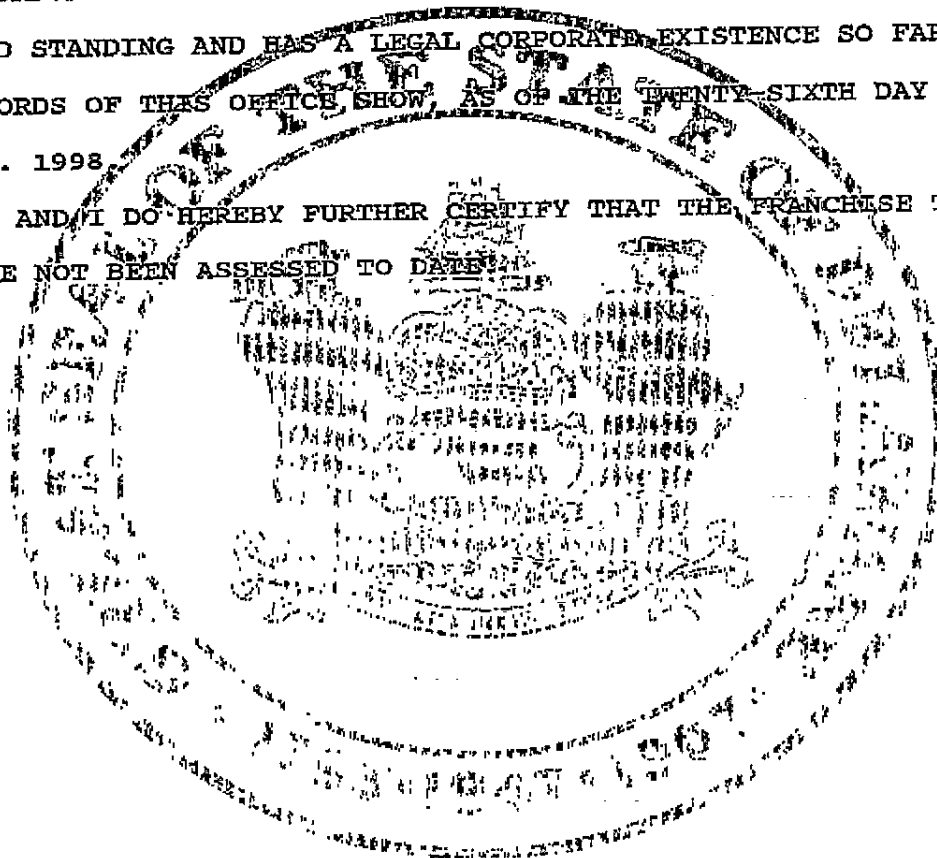
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PAGE 1

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "CNL APF LP 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-SIXTH DAY OF MAY,
A.D. 1998

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 29 AM 8:33



Edward J. Freel, Secretary of State

AUTHENTICATION:

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DATE:

05-26-98

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