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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 HOSPITALITY LP CORP.

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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 HOSPITALITY 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. 59-3516677

(FEI number, if applicable)

4. 06/15/98

(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 500

Orlando, 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. Bourne

Office Address: 400 E. South St., Suite 500

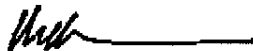
Orlando

, 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 was prepared by:

Kyle L. WhiteJohnson

CNL Group, Inc.

400 E. South St., Suite 500

Orlando, FL 32801

407/650-1000

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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, FL 32801

Vice Chairman:

Address:

Director: James M. Seneff, Jr.

Address: 400 E. South Street, Suite 500

Orlando, FL 32801

Director: Robert A. Bourne

Address: 400 E. South Street, Suite 500

Orlando, FL 32801

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

President: Robert A. Bourne

Address: 400 E. South Street, Suite 500

Orlando, FL 32801

Vice President: Charles A. Muller

Address: 400 E. South Street, Suite 500

Orlando, FL 32801

Secretary: Lynn E. Rose

Address: 400 E. South Street, Suite 500

Orlando, FL 32801

Treasurer: Lynn E. Rose

Address: 400 E. South St., Suite 500, Orlando, FL 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 HOSPITALITY 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:

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
Vice President of Finance & Administration	C. Brian Strickland 400 E. South St., Suite 500 Orlando, FL 32801
Assistant Secretary	Kyle L. WhiteJohnson 400 E. South St., Suite 500 Orlando, FL 32801

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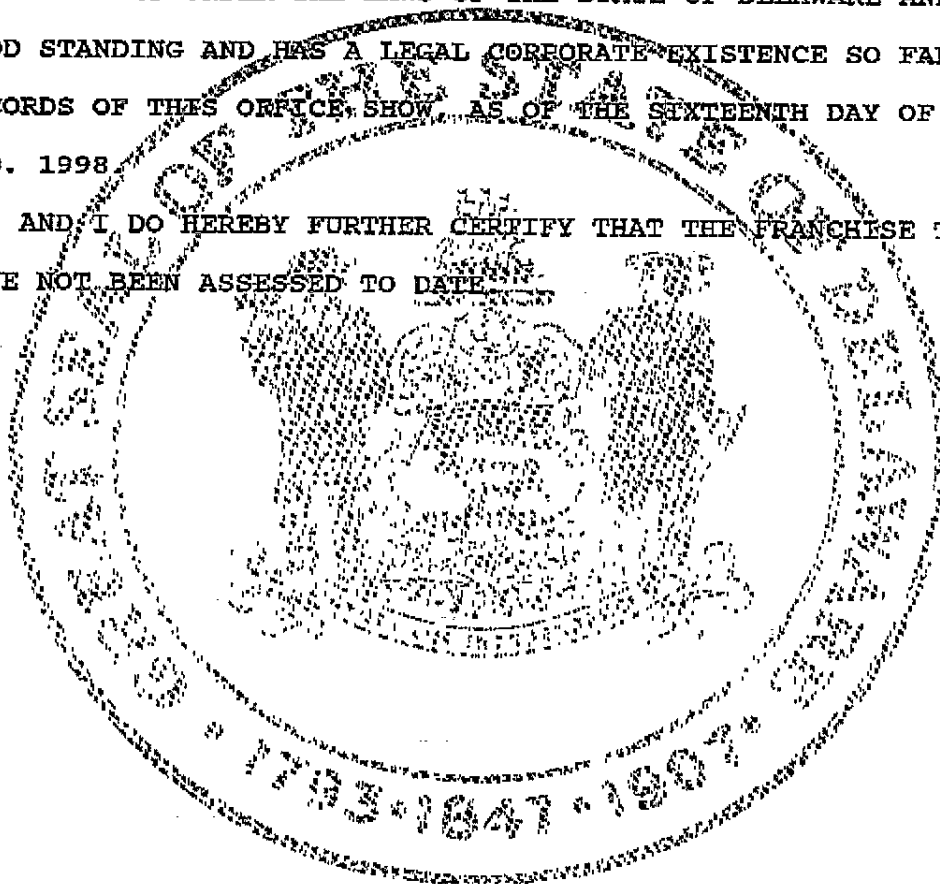
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL HOSPITALITY 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 SIXTEENTH DAY OF JUNE, A.D. 1998

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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06-16-98