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CNL CORPORATE SERVICES

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7/06/98

FLORIDA DIVISION OF CORPORATIONS
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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 GP CORP.

AUDIT NUMBER.....H98000012440

DOC TYPE.....FOREIGN PROFIT QUALIFICATION

CERT. OF STATUS..1 PAGES..... 3

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

COMMENTS:

This corporation is the corporate general partner of CNL Hospitality Partners, LP,
being filed this date under Fax Audit #H98000012449. Please coordinate these
filings.

If you have any questions, please do not hesitate to call me.

Thank you,

Kyle WhiteJohnson

Direct Dial: 407/422-1575 x4242

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DIVISION OF CORPORATIONS

H98000012440

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 GP 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. 59-3516676

(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 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 was prepared by:

Kyle L. WhiteJohnson

CNL Group, Inc.

400 E. South Street, 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

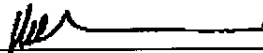
Vice President: Charles A. Muller
Address: 400 E. South Street, Suite 500
Orlando, FL 32801

Secretary: Lynn E. Rose
Address: 400 E. South Street, Suite 500
Orlando, FL 32801

Treasurer: Lynn E. Rose
Address: 400 E. South Street, Suite 500, Orlando, FL 32801

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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 GP 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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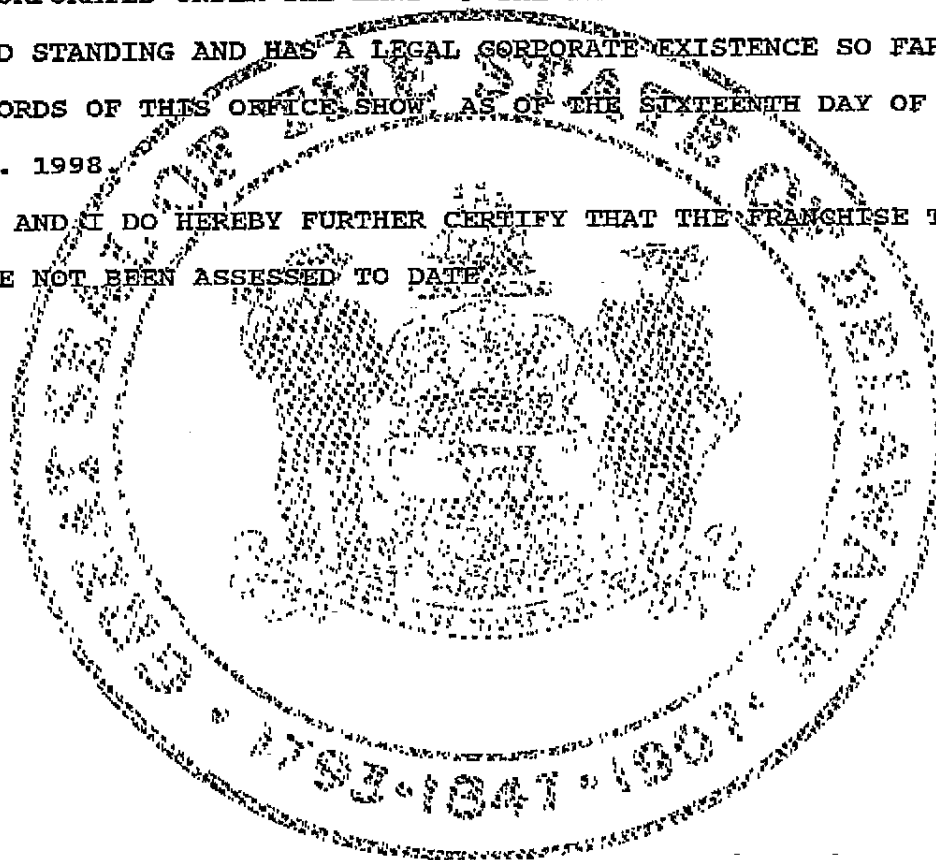
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL HOSPITALITY 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 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

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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06-16-98