

Division of Corporations

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Florida Department of State
Division of Corporations
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COMMENTS: PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY, AUGUST 30, 1999. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL S. ANDRE' - DIRECT DIAL (407) 418-6203

FOREIGN PROFIT QUALIFICATION**CNL FINANCIAL SERVICES GP CORP.**

Name Availability	MJH
Document Examiner	
Updater	
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P.04/05

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 FINANCIAL SERVICES 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. Applied for

(FEI number, if applicable)

4. August 18, 1999

(Date of incorporation)

5. Perpetual

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

6. Upon the filing date of this application.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 400 East South Street, Orlando, Florida 32801

(Current mailing address)

8. Invest in mortgage loans.

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Barbara A. Burke

(Registered agent's signature) (Officer)

BARBARA A. BURKE

SPECIAL ASSISTANT SECRETARY

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James M. Seneff, Jr.

Address: 400 East South Street

Orlando, Florida 32801

Director: Robert A. Bourne

Address: 400 East South Street

Orlando, Florida 32801

B. OFFICERS

President: See attached list of officers

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. *John T. Walker*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. John T. Walker, President
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
CNL FINANCIAL SERVICES GP CORP.**

1. Curtis B. McWilliams, Chief Executive Officer
400 East South Street
Orlando, Florida 32801
2. John T. Walker, President & Chief Operating Officer
400 East South Street
Orlando, Florida 32801
3. Howard J. Singer, Executive Vice President
400 East South Street
Orlando, Florida 32801
4. Steven D. Shackelford, Senior Vice President, Chief Financial
Officer and Secretary
400 East South Street
Orlando, Florida 32801
5. Michael I. Wood, Senior Vice President
400 East South Street
Orlando, Florida 32801
6. Timothy J. Neville, Senior Vice President and Chief Credit Officer
400 East South Street
Orlando, Florida 32801
7. John L. Farren, Vice President of Transaction Management
400 East South Street
Orlando, Florida 32801
8. Kyle L. WhiteJohnson, Assistant Secretary
400 East South Street
Orlando, Florida 32801

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL FINANCIAL SERVICES 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 1999.

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



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

AUTHENTICATION:

9942898

DATE:

08-27-99

TOTAL P.03

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