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To: Division of Corporations
Fax Number : (850) 205-0383

From: **Eliza J. Bardin**
Account Name : CNL HOTELS & RESORTS, INC.
Account Number : I20050000020
Phone : (407) 650-1549
Fax Number : (407) 540-2702

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CNL Hotels & Resorts Acquisition, LLC

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**STATE of FLORIDA
ARTICLES OF ORGANIZATION
OF
CNL HOTELS & RESORTS ACQUISITION, LLC**

2006 MAR 27 A 10:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this limited liability company is CNL Hotels & Resorts Acquisition, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the Company shall be 420 S. Orange Avenue, Suite 700, Orlando, FL 32801-3313, and the mailing address shall be P.O. Box 2226, Orlando, FL 32802-2226.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 420 S. Orange Avenue, Suite 700, Orlando, FL 32801-3313, and the name of the initial registered agent of the Company at that address is Stephanie J. Thomas.

ACCEPTANCE OF REGISTERED AGENT

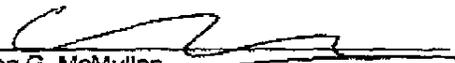
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated above, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and represents that she is familiar with, and accepts the obligations of, her position as registered agent as provided for in Chapter 608, Florida Statutes.


Stephanie J. Thomas

ARTICLE IV - MEMBER

The name and address of the Managing Member is CNL Hotels & Resorts, Inc., 420 S. Orange Avenue, Suite 700, Orlando, FL 32801-3313.

Signature of a member or an authorized
representative of the member


Greerson G. McMullen