2009 LIMITED LIABILITY COMPANY REINSTATEMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 AUG -4 AM 11:34

DOCUMENT # L06000032191

1. Entity Name
CNL HOTELS & RESORTS, LLC

Principal Place of Business	Mailing Address
420 S. ORANGE AVE. SUITE 700 ORLANDO, FL 32801-3313	P.O. BOX 2226 ORLANDO, FL 32802-2226

06112009 REIN-LLC CR2E101 (1/07)

2. Principal Place of Business - No P.O. Box #	3. Mailing Address
1 POST OFFICE SQUARE	1 POST OFFICE SQUARE
Suite, Apt. #, etc.: 3100	Suite, Apt. #, etc.: 3100
City & State: BOSTON, MA	City & State: BOSTON, MA
Zip: 02109 Country:	Zip: 02109 Country:

4. FEI Number: 13-4324635 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$5.00** Additional Fee Required

6. Name and Address of Current Registered Agent	7. Name and Address of New Registered Agent
THOMAS, ~~STEPHANIE~~ J 420 S ~~ORANGE~~ AVE. SUITE 700 ORLANDO, FL 32801-3313	Name: DANIEL COOLEY Street Address (P.O. Box Number is Not Acceptable): 121 S. ORANGE AVE STE-1500 City: ORLANDO FL Zip Code: 32801

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

200159189962
08/03/09--01005--016 **277.50

SIGNATURE _____ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

FILE NOW!!! FEE IS $277.50

In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice.

Make check payable to Florida Department of State

9. MANAGING MEMBERS / MANAGERS			10. ADDITIONS / CHANGES		
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	CFO STRICKLAND, C. BRIAN 420 S. ORANGE AVE. STE 700 ORLANDO, FL 32801	☒ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP CHRISTOPHER DEVINE 1 POST OFFICE SQUARE STE-3100 BOSTON, MA 02109	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VPSM MCMULLEN, GREERSON G 420 S. ORANGE AVE. STE 700 ORLANDO, FL 32801	☒ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP WARREN FIELDS 1 POST OFFICE SQUARE STE-3100 BOSTON, MA 02109	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	CEOM HUTCHISON, THOMAS J III 420 S. ORANGE AVE. STE 700 ORLANDO, FL 32801	☒ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP JIM DINA 1 POST OFFICE SQUARE STE-3100 BOSTON, MA 02109	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	COOM GRISWOLD, JOHN A 420 S. ORANGE AVE. STE 700 ORLANDO, FL 32801	☒ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Director MICHAEL T. QUINN 1 POST OFFICE SQUARE STE-3100 BOSTON, MA 02109	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP		☐ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Director JOHN P. BUZA 1 POST OFFICE SQUARE STE 3100 BOSTON, MA 02109	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	REINSTATEMENT 2008, 2009	☐ Delete	TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	Director MICHAEL J. FRANCO 1 POST OFFICE SQUARE STE-3100 BOSTON, MA 02109	☐ Change ☐ Addition

11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the ~~receiver~~ or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #