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Florida Department of State  
Division of Corporations  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

*CNH financial Group, LLC*

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**CNL**

*Financial Group, Inc.*

CNL Center at City Commons  
450 South Orange Avenue  
Orlando, Florida 32801-3336  
tel (407) 650-1060 (800) 522-3863  
fax (407) 650-1065  
[www.cnlonline.com](http://www.cnlonline.com)

*Mailing Address:*  
P.O. Box 4920  
Orlando, Florida 32802-4920

November 6, 2008

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Formation of CNL Financial Group, LLC, a Florida limited liability company

Dear Sir or Madam:

Attached are the Articles of Organization for CNL Financial Group, LLC. Please be advised that our corporation (CNL Financial Group, Inc.) gives its consent to the use of this similar name in the formation of CNL Financial Group, LLC. CNL Financial Group, Inc. and CNL Financial Group, LLC will be affiliated entities under common control.

If you have any questions regarding this, please call me at 407-650-1552. Thank you.

Sincerely yours,

Linda A. Scarcelli  
Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
CNL FINANCIAL GROUP, LLC

ARTICLE I - NAME

The name of this limited liability company is CNL FINANCIAL GROUP, LLC (the "Company").

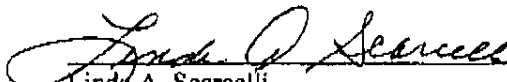
ARTICLE II - PRINCIPAL OFFICE

The mailing address of the principal office of the Company is Post Office Box 4920, Orlando, Florida 32802-4920, and the street address of the principal office of the Company is 450 S. Orange Avenue, Orlando, Florida 32801-3336.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 450 South Orange Avenue, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is Linda A. Scarcelli.

IN WITNESS WHEREOF, the undersigned, as an authorized representative of a member, has caused these Articles of Organization to be duly executed as of the 6th day of November, 2008.

  
Linda A. Scarcelli  
Authorized Representative of Member

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 in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

  
Linda A. Scarcelli