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Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 617-6383

From:

LINDA A. SCARCELLI

Account Name : CNL FINANCIAL GROUP, INC.

Account Number : 113615003626

Phone : (407) 650-1000

Fax Number : (407) 540-2699

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CFG II Holdings, LLC

Certificate of Status	1
Certified Copy	1
Page Count	01
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**ARTICLES OF ORGANIZATION
OF
CFG II HOLDINGS, LLC**

ARTICLE I - NAME

The name of this limited liability company is CFG II HOLDINGS, LLC (the "Company").

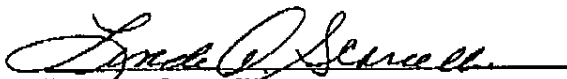
ARTICLE II - PRINCIPAL OFFICE

The mailing address of the principal office of the Company is Post Office Box 450, 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 19th 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

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