Division of

Corporations 120000

Florida Department of State

Division of Corporations

Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)205-0383

From:

SUZANNE M. McLAUGHLIN

Account Name : CNL FINANCIAL GROUP, INC.

Account Number : 113615003626

: (407)650-1000 Phone

Fax Number : (407)650-1065

FOREIGN LIMITED LIABILITY COMPAN

CY-San Francisco GP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00



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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZ TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA-1 CY-San Francisco GP, LLC (Name of foreign limited liability company) 3, 02-0610469 2, Dclaware (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 4. May 24, 2002 5. Perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") 6. Upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S 450 S. Orange Avenue, Orlando FL 32801 (Street address of principal office) 8. If limited liability company is a manager-managed company, check here 9. The usual business addresses of the managing members or managers are as follows: CY-SF Hotel Parent, LP, 450 S. Orange Avenue, Orlando FL 32801 10. Attached is an original cartificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the cartificate under oath of the translator must be submitted) 11. Nature of business or purposes to be conducted or promoted in Florida: General partner of limited partnership

> (In accordance with section 608,408(3), F.S., the execution of this document constitutes an affirmation under the penaltics of perjury that the facts stated herein are true.)

Signature of a member or an authorized representative of a member.

Linda A. Scarcelli, Assistant Secretary of CNL CY-San Francisco GP Corp.,

Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

C	Y-San Francisco GP, LLC		
2.	The name and the Florida street add	ress of the registered agent and office are:	DZ JUN SECTILIA TALLAN
	Linda A. Scarcelli		_ % 6 点
		(Name)	
	450 S. Orange Avenue		STEEL ST.
	Florida stree	t address (P.O. Box NOT ACCEPTABLE)	
	Orlando	.FL 32801	
	Ollando	City/State/Zip	

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, F.S..

Scarcelle with

\$ 100.00 Filing Fcc for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)

\$ 5.00 Certificate of Status (optional)

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Delaware

The First State

I, HARRIET SMITE WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CY-SAN FRANCISCO GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MAY, A.D. 2002.



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AUTHENTICATION: 1798353

DATE: 05-28-02

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