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Division of Corporations... Page 1 of 1
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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383
Eliza U. Sardin
From: Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

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DIVISION OF CORPORATIONS

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FOREIGN LIMITED LIABILITY COMPANY

CNL Resort SPE GP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER
A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CNL Resort SPE GP, LLC
(Name of foreign limited liability company)

2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 3/29/04 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.))

7. 450 So. Orange Avenue, Orlando, FL 32801
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

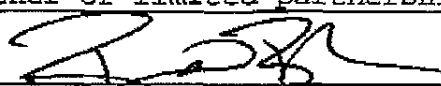
9. The names and usual business addresses of the managing members or managers are as follows:

Please see attached

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10. Attached is an original certificate 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 certificate 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 partnerships


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Barry A.N. Bloom

Senior Vice President

Typed or printed name of signee

**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:
CNL Resort SPE GP, LLC

2. The name and the Florida street address of the registered agent and office are:

Linda A. Scarcelli

(Name)

450 So. Orange Avenue

Florida street address (P.O. Box **NOT ACCEPTABLE**)

Orlando

FL 32801

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.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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CNL TAX ACCOUNTING

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Managers of CNL Resort SPE GP, LLC

John A. Griswold, Manager

450 S. Orange Avenue
Orlando, FL 32801

Barry A. N. Bloom, Manager

450 S. Orange Avenue
Orlando, FL 32801

Paul H. Williams, Manager

450 S. Orange Avenue
Orlando, FL 32801

Frederick O. Cox, Independent Manager

1400 North Lake Way
Palm Beach, FL 33480

Michael O. Morgan, Independent Manager

103 Faulk Road
Wilmington, DE 19803

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RESORT SPE 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 THIRTIETH DAY OF MARCH, A.D. 2004.

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*Harriet Smith Windsor*Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3023121

DATE: 03-30-04

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