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Division of Corporations

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Fax Number : (850) 205-0383

Eliza J. Bardin

Account Name : CNL FINANCIAL GROUP, INC.

Account Number : 113615003626

Phone : (407) 650-1000

Fax Number : (407) 540-2699

**FOREIGN LIMITED LIABILITY COMPANY**

**CNL Resort Sub Intermediate Mezz GP, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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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 Sub Intermediate Mezz GP, LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. applied for  
(FEI number, if applicable)
4. 8/10/04  
(Date of Organization)
5. perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 450 S. Orange Avenue, Orlando, FL 32801  
(Street Address of Principal Office)

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8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

Please see attached

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 Partnership of  
Limited Partnership

[Signature]  
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

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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:

CNL Resort Sub Intermediate Mezz GP, LLC

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

Linda A. Scarcelli

(Name)

450 S. Orange Avenue

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Orlando

FL 32801

City/State/Zip

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*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.*

  
(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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08/09/2004

**CNL Resort Sub Intermediate Mezz GP, LLC**

**Board of Managers**

David V. DeAngelis

Barry A.N. Bloom

John A. Griswold

Paul H. Williams

**Title**

Independent Manager 445 Broad Hollow Rd, Melville, NY 11747

Manager 450 S. Orange Avenue, Orlando, FL 32801

Manager 450 S. Orange Avenue, Orlando, FL 32801

Manager 450 S. Orange Avenue, Orlando, FL 32801

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# Delaware

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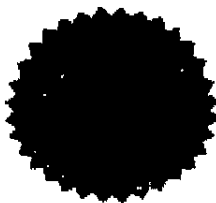
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CNL RESORT SUB INTERMEDIATE MEZZ GP, LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF AUGUST, A.D. 2004, AT 4:57 O'CLOCK P.M.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3287893

DATE: 08-10-04

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