

2008 LIMITED LIABILITY COMPANY ANNUAL REPORT

DOCUMENT# M04000003245

FILED
Apr 23, 2008
Secretary of State

Entity Name: CNL RESORT INTERMEDIATE MEZZ GP, LLC

Current Principal Place of Business:

420 S. ORANGE AVENUE
STE 700
ORLANDO, FL 32801

New Principal Place of Business:

1 POST OFFICE SQUARE
STE 3100
BOSTON, MA 02109

Current Mailing Address:

PO BOX 2226
ORLANDO, FL 32802

New Mailing Address:

1 POST OFFICE SQUARE
STE 3100
BOSTON, MA 02109

FEI Number: 81-0653864

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

THOMAS, STEPHANIE J
420 S. ORANGE AVENUE
STE 700
ORLANDO, FL 32801 US

Name and Address of New Registered Agent:

WRIGHT, DANIEL
1 POST OFFICE SQUARE
STE 3100
BOSTON, FL 02109 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: DANIEL WRIGHT

04/23/2008

Electronic Signature of Registered Agent

Date

MANAGING MEMBERS/MANAGERS:

Title: MGR () Delete
Name: SEITZ, MICHAEL K
Address: 445 BROAD HOLLOW RD.
City-St-Zip: MELVILLE, NY 11747

Title: MGR () Delete
Name: BLOOM, BARRY A.N.
Address: 420 S. ORANGE AVENUE, STE 700
City-St-Zip: ORLANDO, FL 32801

Title: MGR () Delete
Name: GRISWOLD, JOHN A
Address: 420 S. ORANGE AVENUE, STE 700
City-St-Zip: ORLANDO, FL 32801

Title: MGR () Delete
Name: STRICKLAND, C. BRIAN
Address: 420 S. ORANGE AVENUE, STE 700
City-St-Zip: ORLANDO, FL 32801

ADDITIONS/CHANGES:

Title: VP (X) Change () Addition
Name: WRIGHT, DANIEL
Address: 1 POST OFFICE SQUARE STE 3100
City-St-Zip: BOSOTN, MA 02109

Title: VP (X) Change () Addition
Name: FOSTER, MICHAEL
Address: 1 POST OFFICE SQUARE STE 3100
City-St-Zip: BOSTON, MA 02109

Title: VP (X) Change () Addition
Name: BUZA, JOHN P
Address: 1 POST OFFICE SQUARE STE 3100
City-St-Zip: BOSTON, MA 02109

Title: VP (X) Change () Addition
Name: QUINN, MICHAEL
Address: 1 POST OFFICE SQUARE STE 3100
City-St-Zip: BOSTON, MA 02109

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: DANIEL WRIGHT

VP

04/23/2008

Electronic Signature of Signing Managing Member, Manager, or Authorized Representative / Date