

NO6 000000 544

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000025013 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JAN 30 AM 10:04

FILED

To: Division of Corporations
Fax Number : (850) 205-0383

From: Eliza J. Bardin
Account Name : CNL HOTELS & RESORTS, INC.
Account Number : 120050000020
Phone : (407) 650-1549
Fax Number : (407) 648-0398

1/31/06

RECEIVED
06 JAN 30 AM 11:03
DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CNL GL Senior Mezz GP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing Menu

Help

H06000025013 3

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

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

1. CNL GL Senior 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. 01/23/06
(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 Ave., Suite 1200
Orlando, FL 32801
(Street Address of Principal Office)

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:

John A. Griswold, Manager Barry A.N. Bloom, Manager C. Brian Strickland, Manager
450 S. Orange Ave., Suite 1200, Orlando, FL 32801
Michael K. Seitz, Independent Manager 445 Broad Hollow Rd., Suite 239, Melville, NY 11747

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: mortgage finance

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.)

Stephanie J. Thomas, Assistant Secretary

Typed or printed name of signee

FILED
06 JAN 30 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H06000025013 3

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 GL Senior Mezz GP, LLC

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

Stephanie J Thomas

(Name)

450 S. Orange Ave., Suite 1200

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

Orlando, FL 32801

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JAN 30 AM 10:04

FILED

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.

Stephanie J Thomas

By:



(Signature)

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

Delaware

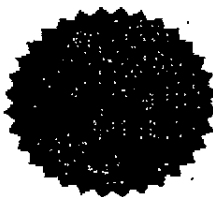
H06000025013 3

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL GL SENIOR MEZZ 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-THIRD DAY OF JANUARY, A.D. 2006.

4098072 8300
060063090



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4468201

DATE: 01-23-06

H06000025013 3