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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

FLORIDA/FOREIGN LIMITED LIABILITY CO

CNL GL Sub Junior Mezz GP, LLC

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE FLORIDA
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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 GL Sub Junior 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:

<u>John A. Griswold, Manager</u>	<u>Barry A.N. Bloom, Manager</u>	<u>C. Brian Strickland, Manager</u>
<u>450 S. Orange Ave., Suite 1200, Orlando, FL 32801</u>		
<u>Denise M. Veidt, Independent Manager</u>	<u>445 Broad Hollow Rd., Suite 239, Melville, NY 11747</u>	
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

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TALLAHASSEE, FLORIDA

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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 GL Sub Junior 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

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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.

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)

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Delaware

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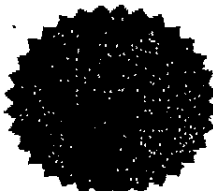
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL GL SUB JUNIOR 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.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4468143

DATE: 01-23-06

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