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

From: Account Name : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407)650-1000  
Fax Number : (407)540-2699

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CNL Income Baytree National, LLC

Certificate of Status	0
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**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 Income Baytree National, LLC  
(Name of Foreign Limited Liability Company)

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

4. August 17, 2006 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, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 450 S. ORANGE AVE.  
ORLANDO, FL 32801  
(Street Address of Principal Office)

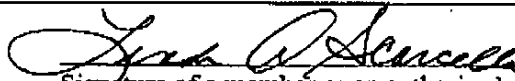
8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:  
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: owner of commercial real estate

  
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.)  
Linda A. Scarcelli, Asst. Secretary  
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 Income Baytree National, 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

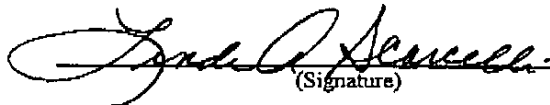
City/State/Zip

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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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**CNL Income Baytree National, LLC**

<u>Manager</u>	<u>Title</u>	<u>Address</u>
Raymon Byron Carlock, Jr.	Manager	450 S Orange Ave., Orlando, FL 32801
Charles A. Muller	Manager	450 S Orange Ave., Orlando, FL 32801
Tammie A. Quinlan	Manager	450 S Orange Ave., Orlando, FL 32801
Bernard J. Angelo	Independent Manager	445 Broad Hollow Road, Suite 239, Melville, NY 11747
Tony Wong	Independent Manager	445 Broad Hollow Road, Suite 239, Melville, NY 11747

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TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL INCOME BAYTREE NATIONAL, 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 EIGHTEENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CNL INCOME BAYTREE NATIONAL, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4983029

DATE: 08-18-06