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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

FLORIDA/FOREIGN LIMITED LIABILITY CO.

CNL income Mesa Del Sol, LLC

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

IN COMPLIANCE WITH SECTION 608503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA: CNL Income Mesa Del Sol, LLC (Name of Foreign Limited Liability Company) 3. pendina (Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized) 4. 11/3/2006 5. perpetual (Duration: Year limited liability company will cease to (Date of Organization) 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 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

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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.

he Limited Liability Company is: e Mesa Del Sol, LLC			
the Florida street address of the	registered agent and office are:	2006 NOV	SECI SECI
 Linda A. Scarcelli	ame)	10V 17	FILE RETARY IN OF CO
 450 S. Orange Ave.	O. Box NOT ACCEPTABLE)	AM IO:	OF STATE
 Orlando	FL 32801 y/State/Zip	. 5	TE

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.

Sud Scarcell
(Signature)

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

Tony Wong

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CNL Income Mesa Del Sol, LLC

Manager	Title	Address
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

Independent Manager

445 Broad Hollow Road, Suite 239, Melville, NY 11747

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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 "CNL INCOME MESA DEL SOL, 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 SIXTH DAY OF NOVEMBER, A.D. 2006.

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

SECRETARY OF STATE OIVISION OF CORPORATIONS



Warriet Smith Windsor, Secretary of State

AUTHENTICATION: 5172892

DATE: 11-06-06