

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

From:
 Account Name : CNL HOTELS & RESORTS, INC.
 Account Number : I20050000020
 Phone : (407) 650-1549
 Fax Number : (407) 540-2702

2007 JAN 11 A 9 46
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

CNL RESORT LODGING MERGER SUB, LLC

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)


1. Name of limited liability company as it appears on the records of the Florida Department of State: CNL Resort Lodging Merger Sub, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 12/19/2006

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 12/29/2006
5. New name of the limited liability company: CNL Resort Lodging Tenant, LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

Stephanie J. Thomas, Assistant Secretary
Typed or printed name of signer

Filing Fee: \$25.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CNL RESORT LODGING TENANT CORP.", A DELAWARE CORPORATION, WITH AND INTO "CNL RESORT LODGING MERGER SUB, LLC" UNDER THE NAME OF "CNL RESORT LODGING TENANT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2006, AT 2:16 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4267612 8100M

061201134

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5318013

DATE: 12-29-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:31 PM 12/29/2006
FILED 02:16 PM 12/29/2006
SRV 061201134 - 4267612 FILE

CERTIFICATE OF MERGER OF

CNL RESORT LODGING TENANT CORP.,
a Delaware corporation,

with and into

CNL RESORT LODGING MERGER SUB, LLC,
a Delaware limited liability company

The undersigned, being an authorized person, does hereby certify for and on behalf of CNL Resort Lodging Merger Sub, LLC, in accordance with Section 18-209 of the Delaware Limited Liability Company Act ("DLCA") and Section 264 of the General Corporation Law of the State of Delaware ("DGCL"), that:

1. The name and state/jurisdiction of domicile/formation or organization of each of the constituent entities in the merger are:

(a) CNL Resort Lodging Tenant Corp., a corporation organized and existing under the laws of the State of Delaware (the "Merging Entity"); and

(b) CNL Resort Lodging Merger Sub, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Surviving Entity").

2. An Agreement and Plan of Merger ("Plan of Merger"), dated as of December 29, 2006, by and between the Merging Entity, the Surviving Entity and CNL Hospitality Services, Inc., a Delaware corporation ("Hospitality Services"), has been approved, adopted, certified, executed and acknowledged by the Merging Entity and by the Surviving Entity (the Merging Entity and the Surviving Entity are individually referred to herein as a "Constituent Entity") in accordance with Section 18-209 of the DLCA and Section 264 of the DGCL.

3. The name of the surviving limited liability company is CNL Resort Lodging Merger Sub, LLC, which will continue in existence as the surviving entity under the name "CNL Resort Lodging Tenant, LLC" upon the effective time of the merger pursuant to the laws of the State of Delaware.

4. The certificate of formation of CNL Resort Lodging Merger Sub, LLC as in effect immediately prior to the merger shall be amended by striking out Article FIRST of the certificate of formation of CNL Resort Lodging Merger Sub, LLC and inserting in lieu thereof the following:

"FIRST: The name of the Company is:

CNL Resort Lodging Tenant, LLC"

and said certificate of formation as so amended shall continue to be the certificate of formation of the Surviving Entity until amended and changed pursuant to the provisions of the DLCA.

5. The executed Plan of Merger is on file at the place of business and office of the Surviving Entity at 420 South Orange Avenue, Suite 700, Orlando, Florida 32801-3313.

6. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any stockholder or member of any Constituent Entity.

7. The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed and signed on behalf of the Surviving Entity as of the 29th day of December, 2006.

SURVIVING ENTITY:

CNL RESORT LODGING MERGER SUB, LLC,
a Delaware limited liability company

By: **CNL Hospitality Services, Inc.,** a Delaware
corporation, its member

By: [Signature]
Name: Daniel G. Galy
Title: Vice President of TRX