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TALLAHASSEE, FLORIDA

BT b-115



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 364341 4322606

AUTHORIZATION :

COST LIMIT : \$25,000

07 DEC 17 AM 8:36
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TALLAHASSEE, FLORIDA

ORDER DATE : December 17, 2007

ORDER TIME : 1:43 PM

ORDER NO. : 364341-005

CUSTOMER NO: 4322606

FOREIGN FILINGS

NAME: AMSTAR/CNL TWO HARBOUR, LLC

XX LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT#

EXAMINER: _____

**ARTICLES OF CORRECTION
FOR
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 608.4115, F.S., this document is being submitted within the required 30 business days to correct the attached articles of organization or application to transact business in Florida.

FIRST: The name of the limited liability company is:
Amstar/CNL Two Harbour, LLC

SECOND: The articles of organization or the application to transact business

(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)

- ☒ Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

The city in the business address was incorrectly listed as "Tampa, Florida"

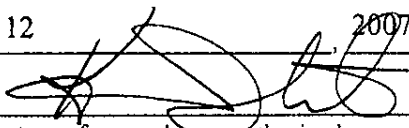
The correct street address of principal office is:

450 So. Orange Avenue, Orlando, FL 32801

OR

- ☐ Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

Dated: December 12


Signature of a member or authorized representative of a member
Kevin J. Martin, Manager, Amstar-35, LLC

Typed or printed name of signee

Filing Fee: \$25.00
Certified Copy: \$30.00 (optional)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**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. Amstar/CNL Two Harbour, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C." or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C." "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 33-1192823

(FEI number, if applicable)

4. November 30, 2007

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 450 So. Orange Avenue

Tampa, 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:


Amstar-35, LLC, 1050 17th Street, Ste 1200, Denver, CO 80265

CNL Two Harbour Place Partners, LLC, 450 So. Orange Avenue, Tampa, FL 32801

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: _____

Ownership and operation of real property and investments.



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.)

Kevin J. Martin, Manager, Amstar-35, LLC

Typed or printed name of signee

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07 DEC 10 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Amstar/CNL Two Harbour, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

City/State/Zip

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.

Corporation Service Company

BY: 16 PMA

(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

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMSTAR/CNL TWO HARBOUR, 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 SEVENTH DAY OF DECEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMSTAR/CNL TWO HARBOUR, LLC" WAS FORMED ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2007.

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



4465566 8300

071299031

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6220762

DATE: 12-07-07