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To: Division of Corporations
Fax Number : (850)205-0381

From: AMY J. PATTERSON
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407)650-1000
Fax Number : (407)650-1065

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FLORIDA PROFTT CORPORATION OR P.A.

CNL Hospitality Properties Acquisition Corp.

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ARTICLES OF INCORPORATION
OF
CNL HOSPITALITY PROPERTIES ACQUISITION CORP.

ARTICLE I - NAME

The name of this corporation is CNL HOSPITALITY PROPERTIES ACQUISITION
CORP.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation shall be 450 S. Orange
Avenue, Orlando, Florida 32801-3336, and the mailing address shall be P.O. Box 4920, Orlando,
FL 32802-4920.

ARTICLE III - PURPOSE AND GENERAL POWERS

The purposes of the Corporation shall be to engage in any and all lawful activities
permitted under the Florida Business Corporation Act, as the same now exists and has hereafter
amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock
having a par value of One and No/100 Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 450 S. Orange
Avenue, Orlando, Florida 32801-3336, and the name of the initial registered agent of this
corporation at that address is Amy J. Patterson.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
John A. Griswold	450 S. Orange Avenue Orlando, FL 32801-3336
Thomas J. Hutchison, III	450 S. Orange Avenue Orlando, FL 32801-3336

ARTICLE VII - INCORPORATOR


The name and address of the person signing these Articles are as follows:

Amy J. Patterson
450 S. Orange Avenue
Orlando, FL 32801-3336

ARTICLE VIII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees, and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by them on behalf of the Corporation except for willful misconduct or gross negligence. The foregoing indemnification shall not limit further indemnification under the Bylaws of the Corporation or by separate agreement.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of April, 2004.



Amy J. Patterson, Incorporator

ACCEPTANCE OF REGISTERED AGENT

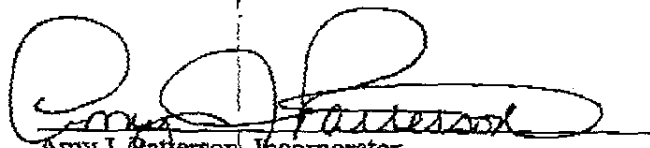
The undersigned hereby accepts the designation as Registered Agent of CNL HOSPITALITY PROPERTIES ACQUISITION CORP.



Amy J. Patterson, Registered Agent

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription, which may have accrued by virtue of the undersigned acting as Incorporator of CNL HOSPITALITY PROPERTIES ACQUISITION CORP.



Amy J. Patterson, Incorporator

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