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B-388

LIMITED PARTNERSHIP AMENDMENT

CNL COMMERCIAL FUNDING, LP

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$105.00

SEP 15 2005
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

5 pages Total

September 14, 2005

CNL COMMERCIAL FUNDING, LP
450 S. ORANGE AVE., SUITE 900
ORLANDO, FL 32801

Attention:
Marsha

SUBJECT: CNL COMMERCIAL FUNDING, LP
REF: B00000000388

from: Maria Douglas
407-418-6783

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Thanks.

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**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

CML Commercial Funding, LP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Amendment to its registration application:

The registration application is amended as follows:

The name of the Limited Partnership is hereby changed to:

CML Mortgage Investors, LP

K. B. Habicht

(Signature of a General Partner)

Kevin B. Habicht

(Typed or printed name of General Partner signing above)

STATE OF FLORIDA

COUNTY OF ORANGE

On this 9th day of September, 2005, Kevin B. Habicht personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

05 SEP 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Kella Schaible
Commission # DD385420
Expires March 11, 2009
Bonded Troy Rain - Insurance, Inc. 800-385-7018

Kella Schaible

(Notary Public Signature)

Kella Schaible

(Notary's Printed Name)

Seal

My Commission Expires:

09/15/05 THU 01:57 FAX 4078434444

LDDKR

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H05000216629 3

FROM CORPORATION TRUST WILM. TEAM #2

(WED) 9. 7' 05 14:20/ST. 14:19/NO. 4863796307 P 4

Delaware

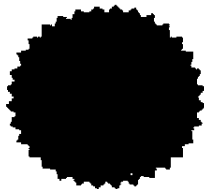
PAGE 1

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 AMENDMENT OF "CNL COMMERCIAL FUNDING, LP", CHANGING ITS NAME FROM "CNL COMMERCIAL FUNDING, LP" TO "CNL MORTGAGE INVESTORS, LP", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 4:08 O'CLOCK P.M.

3230686 8100

050732898



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4139306

DATE: 09-07-05

H05000216629 3

FROM CORPORATION TRUST WILM. TEAM #2

(WED) 9. 7' 05 14:20/ST. 14:19/NO. 4863796307 P 5

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL COMMERCIAL FUNDING, LP**

The undersigned, desiring to amend the Certificate of Limited Partnership of CNL COMMERCIAL FUNDING, LP (the "Partnership") pursuant to the provisions of the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

FIRST: The name of the limited partnership is: CNL Commercial Funding, LP.

SECOND: Paragraph 1 of the Certificate of Limited Partnership shall be amended as follows:

"1. The name of the limited partnership is CNL Mortgage Investors, LP"

IN WITNESS WHEREOF, the undersigned, constituting the sole general partner of the Partnership, has caused this Certificate of Amendment of the Certificate of Limited Partnership to be duly executed as of the 21st day of December, 2004.

CNL Commercial, Inc., a Delaware limited partnership, its sole member

By: B. H. Flock
Brian H. Flock
Executive Vice President

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:41 PM 12/21/2004
FILED 04:08 PM 12/21/2004
SRV 040928174 - 3230886 FILE