

Division of Corporations

Page 1 of 1

F000000003432

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000224301 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

SUZANNE M. McLAUGHLIN

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL -2 AM 9:20

FILED

BASIC AMENDMENT

CNL FRANCHISE NETWORK CORP.

RECEIVED
03 JUL -2 AM 8:56
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

N/C



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 2, 2003

CNL FRANCHISE NETWORK CORP.
P.O. BOX 4920
ORLANDO, FL 32802SUBJECT: CNL FRANCHISE NETWORK CORP.
REF: F00000003432

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date the name change was effected in Delaware should go under number four on the application.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document SpecialistFAX Aud. #: B03000224301
Letter Number: 703A00039640

H03000224301 9

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F0000003432

(Document number of corporation (if known))

1. CNL Franchise Network Corp.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. June 16, 2000

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/27/03

5. CNL Restaurant Capital Corp.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Robert E. Lawless

(Typed or printed name)

July 1, 2003

(Date)

Senior Vice President

(Title)

FILED
03 JUL -2 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

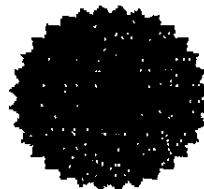
Delaware

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 AMENDMENT OF "CNL FRANCHISE NETWORK CORP.", CHANGING ITS NAME FROM "CNL FRANCHISE NETWORK CORP." TO "CNL RESTAURANT CAPITAL CORP.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 9:31 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3234358 8100

AUTHENTICATION: 2500954

030425672

DATE: 06-27-03

E03000224301 9

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CNL FRANCHISE NETWORK CORP.**

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, CNL FRANCHISE NETWORK CORP. (the "Corporation"), adopts the following Amendment to its Certificate of Incorporation:

1. The name of the corporation is CNL FRANCHISE NETWORK CORP.
2. The original Certificate of Incorporation for the Corporation was filed on May 25, 2000, in the Office of the Secretary of State of the State of Delaware.
3. By written consent to action executed on June 26, 2003, the sole Shareholder and the Directors of the Corporation have authorized and directed that the Certificate of Incorporation of the Corporation be amended to change the name of the Corporation to "CNL RESTAURANT CAPITAL CORP.". The amendment was approved by the sole Shareholder of the single class of stock of the corporation.
4. The Certificate of Incorporation is hereby amended to read as follows:
 1. The name of the corporation is:

CNL RESTAURANT CAPITAL CORP.

IN WITNESS WHEREOF, the President of the Corporation has executed this Certificate of Amendment to the Certificate of Incorporation this 26th day of June, 2003, on behalf of the Corporation.

CNL FRANCHISE NETWORK CORP.

By: 

Curtis B. McWilliams
President

20030627 09:31 AM CNL Franchise Network Corp. - Amendment - Name Change.doc

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:30 AM 06/27/2003
FILED 09:31 AM 06/27/2003
SRV 030425672 - 3234358 FILE

E03000224301 9

H03000224301 9

SSN: 1234 567 890 TEAM #2

DATE: 6/27/02 12:41 PM 12:39 NO. 4863796368 F 2

CNL RESTAURANT CAPITAL, LP
(formerly CNL Franchise Network, LP)
450 So. Orange Avenue
Orlando, FL 32801

Secretary of State
Corporations Division
Wilmington, DE

RE: CONSENT FOR USE OF SIMILAR NAME

Dear Sir or Madam:

Please consider this our consent for CNL Franchise Network Corp. to use of similar name (CNL Restaurant Capital Corp.)

Thank you for your assistance in this regard.

Sincerely yours,

CNL Restaurant Capital, LP
(formerly CNL Franchise Network, LP)
By: CNL Restaurant Capital GP Corp.
(formerly CNL Franchise Network GP Corp.)
its sole General Partner

By:


Linda A. Scarselli
Assistant Secretary

H03000224301 9