

F04000005502

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407)650-1000
Fax Number : (407)540-2699

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Email Address: Amy.Patterson@cnl.com

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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CNL INCOME GP CORP.

Certificate of Status	1
Certified Copy	1
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**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)**

F04000005502

(Document number of corporation (if known))

1. CNL Income GP Corp.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. September 27, 2004
(Incorporated under laws of) (Date authorized to do business in Florida)

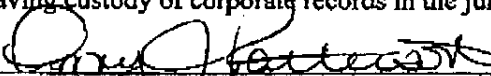
**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the law of its jurisdiction of incorporation? January 27, 2012
5. CLP GP 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)

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(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Amy J. Patterson
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 INCOME GP CORP.", CHANGING ITS NAME FROM "CNL INCOME GP CORP." TO "CLP GP CORP.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2012, AT 12:07 O'CLOCK P.M.

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



3858733 8100

120094101

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9328127

DATE: 01-30-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 12:28 PM 01/27/2012
FILED 12:07 PM 01/27/2012
SRV 130094101 - 3858733 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CNL INCOME GP CORP.**

1. The name of the corporation is CNL INCOME GP CORP. (the "Corporation").

2. Article FIRST of the Certificate of Incorporation of the Corporation, filed on 9/23/2004, in the Office of the Secretary of State of the State of Delaware, shall be amended as follows:

"FIRST: The name of the corporation is CLP GP Corp. (the "Corporation")."

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the Corporation has executed this Certificate of Amendment to Certificate of Incorporation this 27th day of January, 2012.

By: /S/ AMY J. PATTERSON
Name: Amy J. Patterson
Title: Assistant Secretary