

Division of Corporations

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419203

Florida Department of State
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To:

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

From: *Eliza Bardin*

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

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BASIC AMENDMENT

CNL ASSET MANAGEMENT, INC.

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Share Change & Amend.
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 16, 2004

CNL ASSET MANAGEMENT, INC.
POST OFFICE BOX 4920
ORLANDO, FL 32802SUBJECT: CNL ASSET MANAGEMENT, INC.
REF: 419203

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Darlene Connell
Document SpecialistFAX Aud. #: H04000033021
Letter Number: 004A00010479

We have made name changes to other entities that should now free up this name for us. We are, therefore, resubmitting this name change amendment.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

CNL ASSET MANAGEMENT, INC.

Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida Statutes, CNL ASSET MANAGEMENT, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is CNL ASSET MANAGEMENT, INC.
2. The original Articles of Incorporation for the Corporation were filed on February 16, 1973, and assigned document number 419203.
3. By written consent executed on February 13, 2004 by the Directors and sole Shareholder of the Corporation, respectively, the Directors and Shareholder have agreed that the Articles of Incorporation be amended to change the name of the Corporation to "CNL CAPITAL CORP." The amendment was approved by the Directors and sole Shareholder.
4. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

Name and Address

The name of this Corporation shall be CNL CAPITAL CORP. and its physical and mailing address shall be 450 So. Orange Avenue, Orlando, FL 32801.

IN WITNESS WHEREOF, the Chief Executive Officer of the Corporation has executed these Articles of Amendment this 13th day of February, 2004, on behalf of the Corporation.

CNL ASSET MANAGEMENT, INC.,
a Florida corporation

By: 

James M. Seneff, Jr.
Chief Executive Officer

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