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CNL CORPORATE SERVICES

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To: Division of Corporations
Fax Number : (850) 922-4003

From: Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 648-8920

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LIMITED PARTNERSHIP AMENDMENT

CONVENTION HOTEL INVESTORS II, LTD.

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CONVENTION HOTEL INVESTORS II, LTD.

The undersigned General Partner of CONVENTION HOTEL INVESTORS II, LTD., a Florida limited partnership (the "Partnership"), pursuant to the provisions of Section 620.109, Florida Statutes, hereby makes, executes and files with the Secretary of State of the State of Florida this Certificate of Amendment to Certificate of Limited Partnership. The original Certificate of Limited Partnership, was filed with the Secretary of State of the State of Florida on June 10, 1983 and assigned document number A14668, and subsequently amended on June 2, 1986 and February 17, 1997.

FIRST: Name of Partnership. The name of the Partnership is CONVENTION HOTEL INVESTORS II, LTD.

SECOND: Amendment. Ernest L. Tomforde, was admitted as a General Partner of the Partnership. Accordingly, Paragraph 4.(a) of the Certificate of Limited Partnership of the Partnership, as amended, is hereby amended to read:

4. NAME AND BUSINESS ADDRESS OF THE GENERAL PARTNER(S):

JAMES M. SENEFF, JR.
400 E. South Street
Orlando, FL 32801

ROBERT A. BOURNE
400 E. South Street
Orlando, FL 32801

ERNEST L. TOMFORDE
122 S.W. 11th Court
Boca Raton, FL 33486

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This document was prepared by:
Kyle L. WhiteJohnson
CNL Group, Inc.
400 East South Street, Suite 500
Orlando, Florida 32801
407/650-1000

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THIRD: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

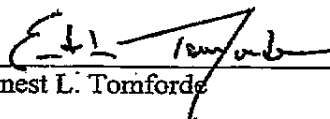
EXECUTED this 17th day of December, 1998.

GENERAL PARTNER:



Robert A. Bourne

ADMITTED GENERAL PARTNER:



Ernest L. Tomford

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