

Division of Corporations

**A20665**

## Florida Department of State

Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 410-1015

From:

Kyle L. WhiteJohnson  
Account Name : CNL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 648-8920FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 13 PM 2:58**LIMITED PARTNERSHIP AMENDMENT****THE WEST PALM BEACH VENTURE, LTD.****A20665**

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CERTIFICATE OF AMENDMENT  
TO THE AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
THE WEST PALM BEACH VENTURE, LTD.

The undersigned General Partner of THE WEST PALM BEACH VENTURE, 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 the Amended and Restated Certificate of Limited Partnership. The Amended and Restated Certificate of Limited Partnership was filed with the Secretary of State of the State of Florida on December 23, 1996, and amended on December 10, 1997.

FIRST: Name of Partnership. The name of the Partnership is THE WEST PALM BEACH VENTURE, LTD.

SECOND: Date of Filing of Certificate. The original Certificate and Agreement of Limited Partnership of the Partnership was filed in the Office of the Secretary of State of the State of Florida on August 30, 1985 and assigned document number A20665. The Certificate and Agreement of Limited Partnership of the Partnership was subsequently amended on October 15, 1985, August 20, 1986, December 30, 1987, April 13, 1989, May 8, 1989, December 10, 1990, May 24, 1993, July 27, 1993, and December 23, 1996 at 3:11 p.m.

THIRD: Amendment. On December 23, 1996 at 3:21 p.m. an Amended and Restated Certificate of Limited Partnership of the Partnership was filed admitting Beck Group of West Palm Beach, Ltd. ("Beck Group") as an additional General Partner, and Beck Group has continued to serve in this capacity without withdrawal. However, on December 10, 1997, a Certificate of Amendment was filed in error stating that the sole General Partner of

This document was prepared by:  
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Partnership was South West Inn, Inc. Accordingly, in order to correctly set forth the General Partners of the Partnership, Paragraph 4 of the Amended and Restated Certificate of Limited Partnership of the Partnership, as amended, is hereby amended to read:

4. Names and Business Addresses of the General Partners:

SOUTH WEST INN, INC.  
400 East South Street  
Orlando, Florida 32801

Document #P93000051451

BECK GROUP OF WEST PALM BEACH, LTD., L.L.C.  
8534 East Kemper Road  
Cincinnati, Ohio 45249

Document #M96000000519

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

EXECUTED this 13th day of October, 1998.

SOUTH WEST INN, INC., General Partner

By: 

Robert A. Bourne, President

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