

Division of Corporations

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A21262

Florida Department of State
Division of Corporations
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From: Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
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LIMITED PARTNERSHIP AMENDMENT

MANCHESTER INVESTORS, LTD.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MANCHESTER INVESTORS, LTD.

The undersigned General Partner of MANCHESTER INVESTORS, 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 November 18, 1985 and assigned document number A21262, and subsequently amended on March 10, 1986.

FIRST: Name of Partnership. The name of the Partnership is MANCHESTER INVESTORS, LTD.

SECOND: Amendment. Ernest L. Tomforde and John E. Bishop, were admitted as General Partners 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

JOHN E. BISHOP
3 Church Circle-208
Annapolis, MD 21401

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.

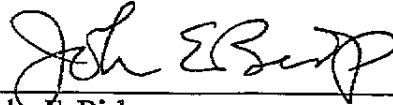
EXECUTED this 18th day of December, 1998.

GENERAL PARTNER:

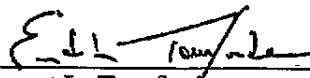


Robert A. Bourne

ADMITTED GENERAL PARTNERS:



John E. Bishop



Ernest L. Tomforde

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