

A21937

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LIMITED PARTNERSHIP AMENDMENT

U.S. RESTAURANT PROPERTIES OPERATING LIMITED PARTNER

Certificate of Status	0
Certified Copy	1
Page Count	03
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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 4, 2005

U.S. RESTAURANT PROPERTIES OPERATING LIMITED PARTNERSHI
12240 INWOOD RD., SUITE 300
DALLAS, TX 75244

SUBJECT: U.S. RESTAURANT PROPERTIES OPERATING LIMITED PARTNERSHIP
REF: A21937

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

In order to change the registered agent information, the new registered agent must sign accepting the designation as agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Lee Rivers
Document Specialist

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DIVISION OF CORPORATION

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**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

U.S. Restaurant Properties Operating Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Amendment to its registration application:

The registration application is amended as follows:

1. The name of the limited partnership is CNL APF Partners, LP.
2. The name of the registered agent for service of process is c/o Devi Gooljar, 450 S. Orange Avenue, 11th Floor, Orlando, Florida 32801.
3. The address of the principal office is 450 S. Orange Avenue, 11th Floor, Orlando, Florida 32801.
4. The name and address of the general partner is CNL APF GP Corp., 450 S. Orange Avenue, 11th Floor, Orlando, Florida 32801.
5. The office where the names, addresses and contributions of limited partners are kept is 450 S. Orange Avenue, 11th Floor, Orlando, Florida 32801.
6. The mailing address of the limited partnership is 450 S. Orange Avenue, 11th Floor, Orlando, Florida 32801.

198-3039

Steven D. Shackelford
(Signature of a General Partner)

Steven D. Shackelford, EVP of CNL APF GP Corp.

(Typed or printed name of General Partner signing above)

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TALLAHASSEE FLORIDA

STATE OF Florida

COUNTY OF Orange

On this 15 day of April, 2005, Steven D. Shackelford appeared before me, Steven D. Shackelford, EVP of CNL APF GP Corp.

- who is personally known to me
- whose identity I proved on the basis of _____


Devi M. Gooljar
(Notary Public Signature)

Devi M. Gooljar

(Notary's Printed Name)

Seal

My Commission Expires:

 Devi M Gooljar
My Commission DD346368
Expires August 12, 2008

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I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the limited partnership has been notified in writing of this change.


Signature of Registered Agent

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