

A21937

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

CNL APF PARTNERS, LP

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$52.50

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**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is: CNL APF PARTNERS, LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 01/29/1986

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
<u>CNL APF GP, LLC</u>	<u>450 South Orange Avenue, 11th Floor</u>
_____	<u>Orlando, Florida 32801</u>
_____	_____
_____	_____
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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Carolyn Craft Martin, VP of GP

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL APF PARTNERS, LP", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2007, AT 6:17 O'CLOCK P.M.

2077850 8100
071179451



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6124101
DATE: 11-01-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:17 PM 02/26/2007
FILED 06:17 PM 02/26/2007
SRV 070233348 - 2077850 FILE

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CNL APF PARTNERS, LP**

The undersigned, desiring to amend the Certificate of Limited Partnership of CNL APF Partners, LP, pursuant to the provisions of Section 17-202 of the Revised Uniform Limited Partnership Act of the State of Delaware, does hereby certify as follows:

FIRST: The name of the limited partnership is CNL APF Partners, LP.

SECOND: Article III of the Certificate of Limited Partnership shall be amended to change the name of the sole general partner of the limited partnership to CNL APF GP, LLC.


IN WITNESS WHEREOF, the undersigned, being the sole general partner of CNL APF Partners, LP, has caused this Certificate of Amendment to the Certificate of Limited Partnership of CNL APF Partners, LP to be executed on its behalf as of February 26, 2007.

CNL APF GP, LLC, as the sole general partner

By: CNL Restaurant Investments, LLC, its sole member

By: FF-TSY Holding Company II, LLC, its sole member

By: TSY-FF Acquisition Company, Inc., its sole member

By: 
Name: Todd V. Jones
Title: Man President
Assistant General Counsel
and Assistant Secretary

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