

Division of Corporations

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**A28769**

Florida Department of State  
Division of Corporations  
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**To:**

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Fax Number : (850) 205-0383

**From:**

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REKD, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

**LIMITED PARTNERSHIP AMENDMENT****CNL INCOME FUND VIII, LTD.**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 1        |
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| Estimated Charge      | \$105.00 |

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**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CNL INCOME FUND VIII, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, CNL Income Fund VIII, Ltd., a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership (the "Certificate") was filed with the Florida Department of State on August 18, 1989, adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

**FIRST:** On February 25, 2005, all interests of Ulysses Acquisition, LLC, a Florida limited liability company, were transferred to and assumed by Ulysses Acquisition, LLC, a Maryland limited liability company, and a substitution of the general partner occurred on that date.

**SECOND:** Article 4 of the Certificate shall be deleted in its entirety and replaced with the following Article 4.

M0500000125

"4. Name and Business Address of the General Partner. The name of the general partner for the Partnership is Ulysses Acquisition, LLC, a Maryland limited liability company. The business address of the general partner is 300 East Lombard Street, Suite 1400, Baltimore, Maryland 21202."

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

**EXECUTED** this 3rd day of March, 2005.

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*[Signatures appear on the following page.]*

**FORMER GENERAL PARTNER:**

**ULYSSES ACQUISITION, LLC**, a Florida  
limited liability company

By: **CNL APF Partners, LP** (f/k/a U.S.  
Restaurant Properties Operating L.P.),  
a Delaware limited partnership, its  
Managing Member

By: **CNL APF GP Corp.** (f/k/a  
USRP Managing, Inc.), a  
Delaware corporation, its sole  
General Partner


By:   
Name: Rosemary C. Mills  
Title: SVP

**NEW GENERAL PARTNER:**

**ULYSSES ACQUISITION, LLC**, a  
Maryland limited liability company

By: **CNL APF Partners, LP** (f/k/a U.S.  
Restaurant Properties Operating L.P.),  
a Delaware limited partnership, its  
General Manager

By: **CNL APF GP Corp.** (f/k/a  
USRP Managing, Inc.), a  
Delaware corporation, its sole  
General Partner

By:   
Name: Rosemary C. Mills  
Title: SVP

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