

12/11/97... CORPORATE DETAIL RECORD SCREEN 10:00 AM
 NUM: A29945 ST:FL ACTIVE/FL LP FLD: 04/13/1990
 LAST: AMENDMENT FLD: 05/06/1991
 ACT CONT: 2,000,000.00 FEI#: 59-3009865
 NAME : MIDSOUTH FOODS I, LTD.
 PRINCIPAL: 400 EAST SOUTH STREET
 ADDRESS SUITE 500
 ORLANDO, FL 32801
 RA NAME : BOURNE, ROBERT A
 RA ADDR : 400 EAST SOUTH STREET
 SUITE 500
 ORLANDO, FL 32801 US
 ANN REP : (1995) I 01/23/95 (1996) I 01/16/96 (1997) I 01/21/97

A29945

1. MENU, 3. PARTNERS, 4. EVENTS

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 DIVISION OF CORPORATIONS
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adding a
 general
 partner
 (Corporation)

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CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

MIDSOUTH FOODS I, LTD.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 13, 1990, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment: Article 4.(a) is being amended as follows:

4. Names and Addresses of Partners.

(a) The names and addresses of the General Partners are as follows:

CNL GROWTH PARTNERS, INC.
400 E. South St., Suite 500
Orlando, Florida 32801

CNL GROWTH PARTNERS, LTD.
400 E. South St., Suite 500
Orlando, Florida 32801

(FL Doc. #A93000000112)

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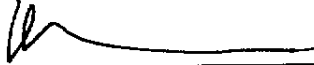
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature of current general partner:



ROBERT A. BOURNE, President
CNL GROWTH PARTNERS, INC.

Signature of new general partner:



ROBERT A. BOURNE, President
CNL GROWTH PARTNERS, INC.,
THE GENERAL PARTNER FOR CNL GROWTH PARTNERS, LTD.