

12/11/97 CORPORATE DETAIL RECORD SCREEN 10:01 AM
 NUM: A31541 ST:FL ACTIVE/FL LP FLD: 05/10/1991
 LAST: AMENDMENT FLD: 05/08/1992
 ACT CONT: 3,000,000.00 FEI#: 59-3072747
 NAME : DENWEST FOODS II, LTD.
 PRINCIPAL: 400 EAST SOUTH STREET, SUITE 500
 ADDRESS 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

A31541

1. MENU, 3. PARTNERS, 4. EVENTS

ENTER SELECTION AND CR:

700002378667--9
 -12/22/97--01020--022
 *****52.50 *****52.50

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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Over	DCC

adding a
 General Partner

(Coropamnd)

C. TAX _____
 FILING 52.50
 R. AGENT FEE _____
 C. COPY _____
 TIT _____
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DENWEST FOODS II, 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 May 10, 1991, 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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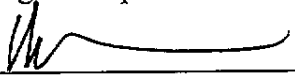
SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

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.