

Division of Corporations

Page 1 of 1

**A31888**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H05000054626 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

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

**LIMITED PARTNERSHIP AMENDMENT**

**CNL INCOME FUND XII, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$105.00

FILED  
2005 MAR -3 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

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

Pursuant to the provisions of Section 620.109, Florida Statutes, CNL Income Fund XII, Ltd., a Florida limited partnership (the "Partnership"), whose Certificate of Limited Partnership was filed with the Florida Department of State on August 20, 1991, and whose Amended and Restated Certificate of Limited Partnership (the "Certificate") was filed with the Florida Department of State on December 18, 2001, 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.

MD5000001125

"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.

FILED  
2005 MAR -3 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


*[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 D. 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 D. Mills  
Title: SVP

FILED  
2005 MAR -3 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA