

CT CORPORATION

A97000002616

CORPORATION(S) NAME

CNL Plaza, Ltd.

FILED
JUN -5 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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JUN -5 AM 11:27
DIVISION OF CORPORATION

Name _____
 Availability _____
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 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

6/5/02

MS

Order#: 5392498

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Ref#: *****52.50 *****52.50

Amount: \$ _____

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*****52.50 *****52.50

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
CNL PLAZA, LTD.
a Florida limited partnership**

02 JUN -5 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partners, desiring to amend the Certificate of Limited Partnership of CNL Plaza, Ltd., a Florida limited partnership, hereby state the following:

1. The name of the Partnership is CNL Plaza, Ltd. (the "Partnership").
2. The Certificate of Limited Partnership of the Partnership was filed with the Florida Department of State on December 3, 1997.
3. The Certificate of Limited Partnership of the Partnership is hereby amended as follows:
 - a. CNL Plaza Venture, Ltd., a Florida limited partnership, whose address is 450 South Orange Avenue, Orlando, Florida 32801, is hereby admitted as the general partner of the Partnership.
 - b. St. Joe/CNL Realty Group, Ltd. hereby withdraws as general partner of the Partnership.
 - c. Pursuant to Section 620.157, Florida Statutes, CNL Plaza Venture, Ltd., as the new general partner, and all the limited partners have elected to continue the business of the Partnership following the withdrawal of St. Joe/CNL Realty Group, Ltd. as the general partner of the Partnership.

AG2000000681

The execution of this Certificate by the undersigned general partners constitutes an affirmation under penalties of perjury that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Amendment to the Certificate of Limited Partnership of CNL Plaza, Ltd. has been duly executed in accordance with Section 620.114(b), Florida Statutes, this 31st day of May, 2002, and is being filed in accordance with Section 620.109, Florida Statutes.

ST. JOE/CNL REALTY GROUP, LTD.,
a Florida limited partnership,
Withdrawing General Partner

CNL PLAZA VENTURE, LTD.,
a Florida limited partnership,
New General Partner

By: CNL Corporate Venture, Inc.,
a Florida corporation, a
General Partner

By: CNL Plaza Venture, Inc.,
a Florida corporation, a
General Partner

By: Stuart J. Beebe
Name: Stuart J. Beebe
Title: Vice President

By: Stuart J. Beebe
Name: Stuart J. Beebe
Title: Vice President

By: St. Joe Central Florida
Management, Inc.,
a Florida corporation, a
General Partner

By: Michael P. Regan
Name: Michael P. Regan
Title: Vice President

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