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Division of Corporations

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Florida Department of State  
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B-388

**LIMITED PARTNERSHIP AMENDMENT**

**CNL COMMERCIAL FUNDING, LP**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$105.00

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 14, 2005

CNL COMMERCIAL FUNDING, LP  
450 S. ORANGE AVE., SUITE 900  
ORLANDO, FL 32801

SUBJECT: CNL COMMERCIAL FUNDING, LP  
REF: B00000000388

5 pages Total

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Thanks.

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**CERTIFICATE OF AMENDMENT  
TO  
APPLICATION FOR REGISTRATION  
OF**

CML Commercial Funding, LP

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Amendment to its registration application:

The registration application is amended as follows:

The name of the Limited Partnership is hereby changed to:

CML Mortgage Investors, LPK. B. Habicht

(Signature of a General Partner)

Kevin B. Habicht

(Typed or printed name of General Partner signing above)

STATE OF FLORIDACOUNTY OF ORANGE

On this 9<sup>th</sup> day of September, 2005, Kevin B. Habicht personally appeared before me,



who is personally known to me



whose identity I proved on the basis of \_\_\_\_\_



**Kella Schaible**  
Commission # DD385420  
Expires March 11, 2009  
Bonded Troy Rahn - Insurance, Inc. 800-385-7018

Kella Schaible

(Notary Public Signature)

Kella Schaible

(Notary's Printed Name)

Seal

My Commission Expires:

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

05 SEP 15 PM 2:46

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FROM CORPORATION TRUST WILM TEAM #2

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# Delaware

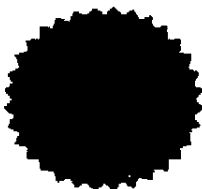
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL COMMERCIAL FUNDING, LP", CHANGING ITS NAME FROM "CNL COMMERCIAL FUNDING, LP" TO "CNL MORTGAGE INVESTORS, LP", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 4:08 O'CLOCK P.M.

3230686 8100

050732898



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4139306

DATE: 09-07-05

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FROM CORPORATION TRUST WILM. TEAM #2

(WED) 9. 7' 05 14:20/ST. 14:19/NO. 4863796307 P 5

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CNL COMMERCIAL FUNDING, LP**

The undersigned, desiring to amend the Certificate of Limited Partnership of CNL COMMERCIAL FUNDING, LP (the "Partnership") pursuant to the provisions of the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

FIRST: The name of the limited partnership is: CNL Commercial Funding, LP.

SECOND: Paragraph 1 of the Certificate of Limited Partnership shall be amended as follows:

"1. The name of the limited partnership is CNL Mortgage Investors, LP"

IN WITNESS WHEREOF, the undersigned, constituting the sole general partner of the Partnership, has caused this Certificate of Amendment of the Certificate of Limited Partnership to be duly executed as of the 21<sup>st</sup> day of December, 2004.

CNL Commercial, Inc., a Delaware limited partnership, its sole member

By: B. H. Flock  
Brian H. Flock  
Executive Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:41 PM 12/21/2004  
FILED 04:08 PM 12/21/2004  
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