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To:

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

From:

Kathleen M. Walking
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

LIMITED PARTNERSHIP AMENDMENT

CNL RETIREMENT MA3 SOUTH CAROLINA, LP

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$52.50

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03 MAR 18 PM 2:50

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**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of CNL Retirement MA3 South Carolina, LP
_____ a (an) Delaware

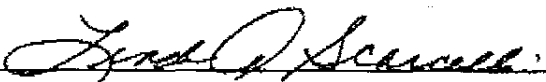
Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes. The total amount of the capital contributions of the limited partners that is
allocated for the purpose of transacting business in Florida is: \$ 4,950.00.

Signed this 17 day of March, 2003.

FURTHER AFFIANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to
the best of my knowledge and belief.*

By: CNL Retirement MA3 GP Holding, LLC as General Partner
General Partner



By: Linda A. Scarcelli, Assistant Secretary of GP

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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