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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 MA4 DAYTON OH, LP

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

CNL Retirement MA4 Dayton OH, 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 general partner shall be amended to CNL Retirement MA4 GP Dayton OH, LP

450 S. ORANGE AVENUE
ORLANDO FL 32801


(Signature of a General Partner)

Linda A. Scarcelli, Asst Secretary of GP

(Typed or printed name of General Partner signing above)

STATE OF FLORIDA

COUNTY OF ORANGE

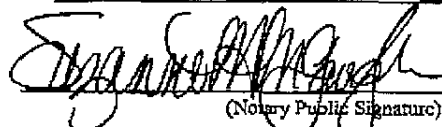
On this 9th day of July, 2003, Linda A. Scarcelli personally appeared before me,



who is personally known to me

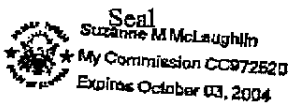


whose identity I proved on the basis of _____


(Notary Public Signature)

Suzanne M. McLaughlin

(Notary's Printed Name)



My Commission Expires:

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