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To:

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From:

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

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LIMITED PARTNERSHIP AMENDMENT

CNL RETIREMENT MA4 DUNWOODY GA, LP

Certificate of Status	0
Certified Copy	1
Page Count	01
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B03-210
RL

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

CNL Retirement MA4 Dunwoody GA, 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 Dunwoody GA, LLC.

450 S. ORANGE AVENUE
ORLANDO FL 32801

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA
103-2234

Linda A. Scarcelli
(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 _____

Suzanne M. McLaughlin
(Notary Public Signature)

Suzanne M. McLaughlin

(Notary's Printed Name)

Seal

My Commission Expires:



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