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CNL TAX ACCOUNTING

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL 10 PM 2:23

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To:

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

From:

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

DIVISION OF CORPORATION

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RECEIVED

LIMITED PARTNERSHIP AMENDMENT

CNL RETIREMENT MA4 FLORHAM PARK NJ, LP

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$105.00

B03-213

OK

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

CNL Retirement MA4 Florham Park NJ, LP

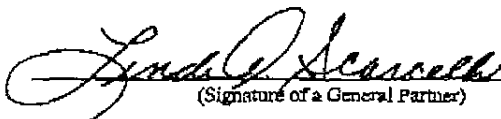
(Insert name currently on file with Florida Dept. of State)

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 Florham Park NJ, LLC.

450 S. ORANGE AVENUE
ORLANDO FL 32801


(Signature of a General Partner)

Linda A. Scarcelli, Asst Secretary of GP

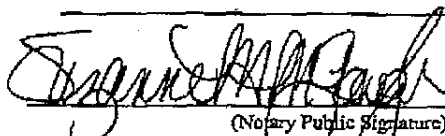
(Typed or printed name of General Partner signing above)

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)

Seal

 Suzanne M. McLaughlin
My Commission CC972520
Expires October 03, 2004

My Commission Expires: