

B04000000169

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

CNL RESORT SILVER PROPERTIES, LP

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J. BRYAN

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EXAMINER

AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
CNL RESORT SILVER PROPERTIES, LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 4/13/04

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:
MSR RESORT SILVER PROPERTIES, LP

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

MSR RESORT SPE GP LLC

c/o Morgan Stanley Real Estate Fund

#M09000001335

1585 Broadway, 37th Floor, New York, NY 10036

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

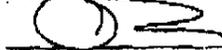
8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:



Typed or printed name:

Christopher Devine, as Vice President of MSR RESORT SPE OP LLC

Filing Fee:	\$52.50
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CNL RESORT SILVER PROPERTIES, LP", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MSR RESORT SILVER PROPERTIES, LP", THE FOURTEENTH DAY OF JULY, A.D. 2008, AT 2:38 O'CLOCK P.M.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2796795 8320

090319644

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7219497

DATE: 03-31-09