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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

10 MAY 13 PM 4:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
CNL GRAND WAILEA RESORT, LP

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$52.50

10 MAY 13 AM 8:29

SECRETARY OF STATE
DIVISION OF CORPORATIONS

T. HAMPTON

MAY 14 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CNL Grand Wailea Resort, LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Mary Barker
Contact Person

Pyramid Advisors, LLC
Firm/Company

One Post Office Square Suite 1100
Address

Boston, MA 02109
City, State and Zip Code

mbarker@pyramidhotelgroup.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Olga Hinkel at (800) 225-2034
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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 Grand Wailea Resort, LP

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 04/29/2004

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

MSR Grand Wailea Resort, 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 LLP.

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

Name:

Business Address:

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

n/a

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

n/a

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.

☐

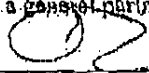
The entity is no longer a limited liability limited partnership.

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 of partner:

John A. Davis
Vice President of General Partner

Filing Fee:	\$52.50
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY 13 AM 6:29

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 GRAND WAILEA
RESORT, LP", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME
TO "MSR GRAND WAILEA RESORT, LP", THE FOURTEENTH DAY OF JULY,
A.D. 2008, AT 2:48 O'CLOCK P.M.



2968593 8320

100499129

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7988725

DATE: 05-12-10