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To: Division of Corporations
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From: Account Name : CNL FINANCIAL GROUP, INC.
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Fax Number : (407)650-1065

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LIMITED PARTNERSHIP AMENDMENT

RFS PARTNERSHIP, LIMITED PARTNERSHIP

Certificate of Status	0
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Page Count	02
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DIVISION OF CORPORATIONS

4204/30/04

E040000918413

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

RFS Partnership, L.P.

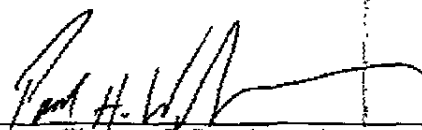
(Insert name currently on file with Florida Dept. of State)

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 has changed from RFS Hotel Investors, Inc. to CNL Rose GP Corp.

F03-2373



(Signature of a General Partner)

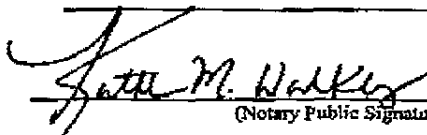
Paul H. Williams, Senior VP of GP

(Typed or printed name of General Partner signing above)

STATE OF FloridaCOUNTY OF Orange

On this 22 day of April, 2004, Paul H. Williams personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____



(Notary Public Signature)

Kathleen M. Wallding

(Notary's Printed Name)

Seal

My Commission Expires:



Kathleen M. Wallding
My Commission DD224969
Expires June 22, 2007

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