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To:

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

From:

SUZANNE M. McLAUGHLIN

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 NET LEASE INVESTORS, L.P. LTD.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$113.75

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

CNL Net Lease Investors, L.P., Ltd.

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

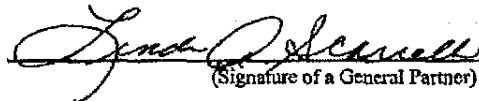
Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

New General Partner: CNL Net Lease Investors GP Corp., 450 S. Orange Avenue, Orlando, FL 32801-3336

CNL Institutional Partners, Inc. is withdrawing as General Partner.

F02-476f


(Signature of a General Partner)

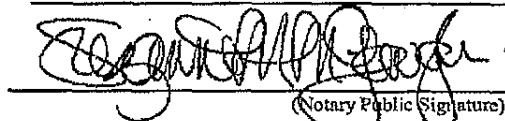
Linda A. Scarcelli, Assistant Secretary of New General Partner
(Typed or printed name of General Partner signing above)

STATE OF FLORIDA

COUNTY OF ORANGE

On this 14th day of October, 2002, Linda A. Scarcelli
personally appeared before me,

q who is personally known to me
q whose identity I proved on the basis of _____


(Notary Public Signature)

SUZANNE M. McLAUGHLIN

(Notary's Printed Name)

Seal



Suzanne M McLaughlin

My Commission CC97252D

Expires October 03, 2004

My Commission Expires: _____

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