

F000000003430

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

SUZANNE M. McLAUGHLIN

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 JUL -2 AM 10: 01

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BASIC AMENDMENT

CNL FRANCHISE NETWORK GP CORP.

RECEIVED

03 JUL -2 AM 8: 57

DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	01
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 2, 2003

CNL FRANCHISE NETWORK GP CORP.  
P.O. BOX 4920  
ORLANDO, FL 32802

SUBJECT: CNL FRANCHISE NETWORK GP CORP. —  
REF: F00000003430

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date the name change was effected in Delaware should go under number four on the application.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown  
Document Specialist

FAX Aud. #: B03000224303  
Letter Number: 403A00039648

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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F00000003430

(Document number of corporation (if known))

1. CNL Franchise Network GP Corp.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. June 16, 2000

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 6/27/03

5. CNL Restaurant Capital GP Corp.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Robert E. Lawless

(Typed or printed name)

July 1, 2003

(Date)

Senior Vice President

(Title)

**FILED**  
03 JUL -2 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

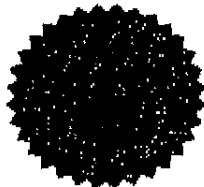
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CNL FRANCHISE NETWORK GP CORP.", CHANGING ITS NAME FROM "CNL FRANCHISE NETWORK GP CORP." TO "CNL RESTAURANT CAPITAL GP CORP.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 9:09 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3234286 8100

030425579

AUTHENTICATION: 2499693

DATE: 06-27-03

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
CNL FRANCHISE NETWORK GP CORP.**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:29 AM 06/27/2003  
FILED 08:09 AM 06/27/2003  
SRV 030425579 - 3234286 FILE

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, CNL FRANCHISE NETWORK GP CORP. (the "Corporation"), adopts the following Amendment to its Certificate of Incorporation:

1. The name of the corporation is CNL FRANCHISE NETWORK GP CORP.
2. The original Certificate of Incorporation for the Corporation was filed on May 25, 2000, in the Office of the Secretary of State of the State of Delaware.
3. By written consent to action executed on June 26, 2003, the sole Shareholder and the Directors of the Corporation have authorized and directed that the Certificate of Incorporation of the Corporation be amended to change the name of the Corporation to "CNL RESTAURANT CAPITAL GP CORP.". The amendment was approved by the sole Shareholder of the single class of stock of the corporation.
4. The Certificate of Incorporation is hereby amended to read as follows:

1. The name of the corporation is:

**CNL RESTAURANT CAPITAL GP CORP.**

IN WITNESS WHEREOF, the President of the Corporation has executed this Certificate of Amendment to the Certificate of Incorporation this 26<sup>th</sup> day of June, 2003, on behalf of the Corporation.

**CNL FRANCHISE NETWORK GP CORP.**

By: \_\_\_\_\_

**Curtis B. McWilliams,  
CEO and President**

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