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

From: SUZANNE M. McLAUGHLIN
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL -2 AM 9:26

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BASIC AMENDMENT

CNL FRANCHISE NETWORK LP CORP.

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DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 1, 2003

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

SUBJECT: CNL FRANCHISE NETWORK LP CORP.
REF: F00000003433

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 be 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

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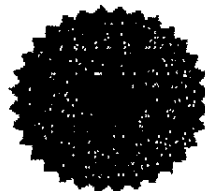
Delaware

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 LP CORP.", CHANGING ITS NAME FROM "CNL FRANCHISE NETWORK LP CORP." TO "CNL RESTAURANT CAPITAL LP CORP.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2003, AT 9:13 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

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AUTHENTICATION: 2499663

DATE: 06-27-03

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:22 AM 06/27/2003
Filed 09:13 AM 06/27/2003
SV 030425590 - 3234263 FILE

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

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

1. The name of the corporation is CNL FRANCHISE NETWORK LP 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 LP 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 LP CORP.

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

CNL FRANCHISE NETWORK LP CORP.

By: _____

Cyrtis B. McWilliams
Cyrtis B. McWilliams,
CEO and President