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Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

CNL RESORT BILTMORE REAL ESTATE, INC.

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July 11, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CNL RESORT BILTMORE REAL ESTATE, INC.

P.O. BOX 2226

ORLANDO, FL 32802-2226

SUBJECT: CNL RESORT BILTMORE REAL ESTATE, INC.

REF: F04000002404

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Pamela Smith
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07 JUL 13 AM 8:00
DIVISION OF CORPORATIONS

P.O BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CNL Resort Billmore Real Estate, Inc.
(Name of Corporation)

DOCUMENT NUMBER: FO4000002404

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ellie Simon
(Name of Contact Person)

Goodwin Procter LLP
(Firm/Company)

53 State Street
(Address)

Boston, MA 02109
(City/State and Zip Code)

For further information concerning this matter, please call:

Ellie Simon at (617) 570-1375
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS

2007 JUL 11 PM 1:22

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)

F04000002404

(Document number of corporation (if known))

1. CNL Resort Biltmore Real Estate, Inc.

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

2. Delaware

(Incorporated under laws of)

3. May 3, 2004

(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? June 25, 2007

5. MSR Resort Biltmore Real Estate, Inc.

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

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

N/A

(New duration)

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

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Daniel C. Wright

(Typed or printed name of person signing)

Vice President

(Title of person signing)

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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 THAT THE SAID "CNL RESORT BILTMORE REAL ESTATE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MSR RESORT BILTMORE REAL ESTATE, INC.", THE TWENTY-FIFTH DAY OF JUNE, A.D. 2007, AT 6:28 O'CLOCK P.M.

3328465 8320

070799444



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5829846

DATE: 07-10-07