

04/04/12 17:27 FAX 407-000-543

Division of Corporations

SSS/ADMIN

0013

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: AMY J. PATTERSON
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 660-1000
Fax Number : (407) 540-2699

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: Amy.Patterson@cnl.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CNL GATLINBURG GP CORP.

Certificate of Status	0
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CSS ADMIN

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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)

F05000008945

(Document number of corporation (if known))

1. CNL Gatlinburg GP Corp.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 11/30/2005
(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? February 1, 2012

5. CLP Gatlinburg 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)

(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.

(New duration)

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

(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.

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

Amy J. Patterson
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "GIL GATLINBURG GP CORP.", CHANGING ITS NAME FROM "GIL GATLINBURG GP CORP." TO "GIL GATLINBURG GP CORP.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2012, AT 9:12 O'CLOCK A.M.

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

4060305 8100

120108768

You may verify this certificate online
at corp.delaware.gov/authenticx.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9337931

DATE: 02-02-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 09:42 AM 02/01/2012
FILED 09:12 AM 02/01/2012
REV 120108769 - 4080305 FILE

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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CNL GATLINBURG GP CORP.

1. The name of the corporation is CNL GATLINBURG GP CORP. (the "Corporation").
2. Article FIRST of the Certificate of Incorporation of the Corporation, filed on 11/14/2005, in the Office of the Secretary of State of the State of Delaware, shall be amended as follows:

"FIRST: The name of the corporation is CLP Gatlinburg GP Corp. (the "Corporation")."

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the Corporation has executed this Certificate of Amendment to Certificate of Incorporation this 31st day of January, 2012.

By: AMY I. PATTERSON
Name: Amy I. Patterson
Title: Assistant Secretary

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