

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380
AMY J. PATTERSON

From:

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

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CNL INCOME HAWAIIAN WATERS TRS CORP.**

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Delaware

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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 "CNL INCOME HAWAIIAN WATERS TRS CORP.", CHANGING ITS NAME FROM "CNL INCOME HAWAIIAN WATERS TRS CORP." TO "CLP HAWAIIAN WATERS TRS CORP.", FILED IN THIS OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2012, AT 11:30 O'CLOCK A.M.

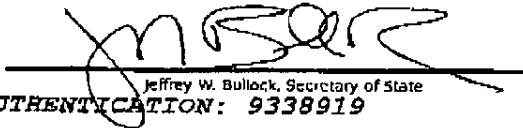
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9338919

DATE: 02-02-12

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State of Delaware
Secretary of State
Division of Corporations
Delivered 11:33 AM 02/01/2012
FILED 11:30 AM 02/01/2012
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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
CNL INCOME HAWAIIAN WATERS TRS CORP.

1. The name of the corporation is CNL INCOME HAWAIIAN WATERS TRS CORP. (the "Corporation").

2. Article FIRST of the Certificate of Incorporation of the Corporation, filed on 2/4/2009, 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 Hawaiian Waters TRS 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: /S/ AMY J. PATTERSON
Name: Amy J. Patterson
Title: Assistant Secretary

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