

F97000006027

Florida Department of State
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To:

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From:

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* Originally filed 5-2-05, please obtain 5-2-05 filing date

BASIC AMENDMENT

USRP MANAGING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

RECEIVED
05 MAY -9 PM 4:48
DIVISION OF CORPORATIONS

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05 MAY -9 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 9, 2005

USRP MANAGING, INC.
450 SOUTH ORANGE AVENUE
11TH FLOOR
ORLANDO, FL 32801

SUBJECT: USRP MANAGING, INC.
REF: F97000006027

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

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6927.

Tracy Smith
Document Specialist

FAX Aud. #: H05000112523
Letter Number: 805A00033115

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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)**

F9700006027
(Document number of corporation (if known))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY - 9 AM 10: 01

FILED

1. USRP Managing, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 11/14/1997
(Incorporated under laws of) (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 25, 2005

5. CNL APF 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)


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

STEVEN D. SHACKELFORD
(Typed or printed name of person signing)

MAY 02, 2005
(Date)

EXECUTIVE VICE PRESIDENT
(Title of person signing)

Delaware

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The First State

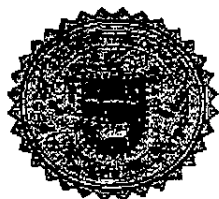
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CNL APF GP CORP.", A DELAWARE CORPORATION,

WITH AND INTO "USRP MANAGING, INC." UNDER THE NAME OF "CNL APF GP CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2005, AT 1:27 O'CLOCK P.M.

2897175 8100M

050270714



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3787349

DATE: 04-04-05