

07/29/98 18:05 FAX 407 648 892

CNL CORPORATE SERVICES

001

F98000002278

7/29/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

5:50 PM

((H98000014079 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: CNL GROUP, INC.

ACCT#: 113615003626

CONTACT: KYLE L WHITEJOHNSON

PHONE: (407) 650-1000

FAX #: (407) 648-8920

NAME: CNL FINANCIAL IV LP HOLDING CORP.

AUDIT NUMBER.....H98000014079

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...1

PAGES..... 1

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED

98 JUL 30 PM 12:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JUL 30 AM 8:02  
DIVISION OF CORPORATIONS

Name  
Change

07-30-98

DC

H98000014079

**PROFTT CORPORATION**  
**APPLICATION BY FOREIGN PROFTT 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)**

1. CNL FINANCIAL IV LP HOLDING CORP.  
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. April 22, 1998  
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? April 30, 1998

5. CNL FINANCIAL LP HOLDING CORP.  
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

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

July 29, 1998  
Date

Lynn E. Rose  
Typed or printed name

Secretary  
Title

This document was prepared by:  
**KYLE L. WHITEJOHNSON**  
CNL GROUP, INC.  
400 E. South St., Suite 500  
Orlando, FL 32801  
(407) 650-1000

H98000014079

**FILED**  
98 JUL 30 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

PAGE 1

H98000014079

I, EDWARD J. FREEL, 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 FINANCIAL IV LP HOLDING CORP.", CHANGING ITS NAME FROM "CNL FINANCIAL IV LP HOLDING CORP." TO "CNL FINANCIAL LP HOLDING CORP.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 4:30 O'CLOCK P.M.

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



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2874992 8100

981167007

AUTHENTICATION:

DATE:

9057612

H98000014079

05-01-98

H98000014079

**CERTIFICATE OF AMENDMENT TO**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**CNL FINANCIAL IV LP HOLDING CORP.**

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

1. The name of the corporation is CNL FINANCIAL IV LP HOLDING CORP.
2. The original Certificate of Incorporation for the Corporation was filed on March 23, 1998, in the Office of the Secretary of State of the State of Delaware.
3. By written consent to action executed on April 30, 1998, 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 FINANCIAL LP HOLDING 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 FINANCIAL LP HOLDING CORP.**

IN WITNESS WHEREOF, the President of the Corporation has executed this Certificate of Amendment to Certificate of Incorporation this 30<sup>th</sup> day of April, 1998 on behalf of the corporation.

**CNL FINANCIAL IV LP HOLDING CORP.**

By:   
Robert A. Bourne, President