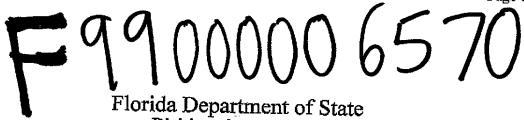
Page 1 of 1



Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)922-4000

From: Kyle L. WhiteJohnson Account Name : CNL GROUP, INC. Account Number : 113615003626

Phone

(407)650-1000 ext. 1068

Fax Number

: (407)650-1065

BASIC AMENDMENT

CNL HEALTH CARE GP CORP.

Certificate of Status	0
Certified Copy	1 1
Page Count	0.*3
Estimated Charge	\$43.75

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8/29/00



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 31, 2000

CNL FEALTH CARE GP CORP. 450 S. ORANGE AVENUE ORLANDO, FL 32801-3336

SUBJECT: CNL HEALTH CARE GP CORP.

REF: F99000006570

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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) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: E00000045583 Letter Number: 900A00046516



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 30, 2000

CNL HEALTH CARE GP CORP. 450 S. ORANGE AVENUE ORLANDO, FL 32801-3336

SUBJECT: CNL HEALTH CARE GP CORP. REF: F99000006570

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

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6906.

Darlene Connell Corporate Specialist

FAX Aud. #: H00000045583 Letter Number: 700A00046364

H00000045583 2

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be complete	od)	
1. CNL HEALTH CARE GP CORP.	· ···	
Name of corporation as it appears t	within the records of the Depar	turnt of State.
2. Incorporated under laws of: DELAWAR	RE _	
3. Date authorized to do business in Flor	ida: 12/21/99	TAKE S
SECTION II (4-7 complete only the	e applicable changes)	JG 31 PM
4. If the amendment changes the name of under the laws of its jurisdiction of inco	the corporation, when was the reporation?	e dange affected
AUGUST 22, 2000		
5. Name of comporation after the amendment comporated, " or appropriate abbreviation, CNL RETIREMENT GP CORP.	nt, adding suffix "corporation if not contained in new name o	," "company," "in- of the conporation:
A -F.1		
6. If the amendment changes the period of o	luration, indicate new period o	f duration.
N/A		
7. If the amendment changes the jurisdiction	n of incorporation, indicate n	ew jurisdiction.
N/A	•	
		
	August 29, 2000	
Signature	Date	
Name and Title		
Robert A. Bourne, President		

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State of Delaware

PAGE 1

Office of the Secretary of State

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 HEALTH CARE GP CORP.", CHANGING ITS NAME FROM "CNL HEALTH CARE GP CORP." TO "CNL RETIREMENT GP CORP.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

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

3135123 8100

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0633729

DATE: 08-23-00

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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION OF CNL HEALTH CARE GP CORP.

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, CNL FIEALTH CARE GP CORP. (the "Corporation"), adopts the following Amendment to its Certificate of Incorporation:

- The name of the corporation is CNL HEALTH CARE GP CORP.
- The original Certificate of Incorporation for the Corporation was filed on December 2, 1999, in the Office of the Secretary of State of the State of Delaware.
- 3. By written consent to action executed on August 21, 2000, 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 RETIREMENT GP 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:
 - The name of the corporation is:

CNL RETIREMENT GP CORP.

IN WITNESS WHEREOF, the Secretary of the Corporation has executed this Certificate of Amendment to the Certificate of Incorporation this 21st day of August, 2000, on behalf of the Corporation.

CNL HEALTH CARE GP CORP.

Ву:

NEW PRINCESUSYS USERS \L5 INCRY. Bealth Cure Of Comp - Athendrican - Name change doc

Lym E. Rose, Secretary