

F99000006570

Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4000

From: Kyle L. WhiteJohnson
Account Name : CNL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000 ext. 1068
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
CNL HEALTH CARE GP CORP.

Certificate of Status	0
Certified Copy	1
Page Count	0.3
Estimated Charge	\$43.75

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002/005



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 31, 2000

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

SUBJECT: CNL HEALTH CARE GP CORP.
REF: F99000006570

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Darlene Connell
Corporate Specialist

FAX Aud. #: E00000045583
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002/005



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

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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

SECTION I (1-3 must be completed)

1. CNL HEALTH CARE GP CORP.

Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: DELAWARE

3. Date authorized to do business in Florida: 12/21/99

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?

AUGUST 22, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

CNL RETIREMENT GP CORP.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

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

N/A


Signature

Name and Title

Robert A. Bourne, President

August 29, 2000

Date

FILED
00 AUG 31 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Delaware

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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.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0633729

3135123 8100

001425525

DATE: 08-23-00

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

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

1. The name of the corporation is CNL HEALTH CARE GP CORP.
2. 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:

1. 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.

By:


Lynn E. Rose, Secretary

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