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Division of Corporations

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L06000032191

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Fax Number : (850) 205-0383
Eliza J. Bardin
From: Account Name : CNL HOTELS & RESORTS, INC.
Account Number : I20050000020
Phone : (407) 650-1549
Fax Number : (407) 540-2702

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CNL HOTELS & RESORTS ACQUISITION, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

CNL Hotels & Resorts Acquisition, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on March 27, 2006 and assigned document number L06000032191.

SECOND: This amendment is submitted to amend the following:

1. The name of the limited liability company is CNL Hotels & Resorts Acquisition, LLC.
2. The Articles of Organization of the limited liability company, filed on March 27, 2006, in the Office of the Secretary of State of the State of Florida are hereby amended as follows:

ARTICLE I - Name

The name of this limited liability company is CNL Hotels & Resorts, LLC (the "Company").

Dated June 22, 2006.

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Signature of a member or authorized representative of a member

Greerson G. McMullen, Secretary of Sole Member

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