

CT CORPORATION SYSTEM

CORPORATION(S) NAME

L98000000766

Captec Ster Florida LLC

Changing Name to: CNLR Ster Florida LLC

APPROVED
AND
FILED

01 DEC -3 PM RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- | | | |
|----------------------------------------------|---------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment <i>ed</i> | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <i>Restated Articles</i> | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input checked="" type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

12/3/01

Order#: 4955023

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-12/03/01--01084--005

Ref#: *****25.00 *****25.00

Amount: \$ _____

JB
12-301

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

jh

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CAPTEC STER FLORIDA LLC**
(a Florida limited liability company)

FIRST: The date of the initial filing of the articles of organization was June 10, 1998.

SECOND: The articles of organization are hereby amended and restated in their entirety as follows:

ARTICLE I – Name:

The name of the limited liability company is “CNLR Ster Florida LLC.”

ARTICLE II – Address:

The mailing address and street address of the principal office of the limited liability company is:

450 S. Orange Avenue, Suite 900
Orlando, FL 32801

**ARTICLE III – Registered Agent, Registered Office
and Registered Agent’s Signature:**

The name and Florida street address of the registered agent are:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

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ARTICLE IV – Management:

The limited liability company is to be managed by a member and the name and address of the managing member is:

Commercial Net Lease Realty, Inc.
450 S. Orange Avenue, Suite 900
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment and Restatement to be executed pursuant to Section 608.411 of the Florida Statutes as of the date set forth below.

Date: December 1, 2001

SOLE MEMBER/MANAGER

By: COMMERCIAL NET LEASE
REALTY, INC.

By: K B. Habicht
Name: Kevin B. Habicht
Title: Executive Vice President
& Chief Financial Officer

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
Registered Agent's Signature

Document #: 1181825 v.2

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