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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0383

From: **AMY J. PATTERSON**
Account Name : HEALTH CARE PROPERTY INVESTORS, INC.
Account Number : I20060000167
Phone : (407) 650-1068
Fax Number : (407) 835-3235

RECEIVED

06 DEC 29 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LS AMND/RESTATE/CORRECT OR M/MG RESIGN

CNL RETIREMENT RP1-VB, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$55.00

[Handwritten signature]

06 DEC 29 AM 11:26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

- 1. Name of limited liability company as it appears on the records of the Florida Department of State: CNL Retirement RP1-VB, LLC
- 2. Jurisdiction of its organization: Delaware
- 3. Date authorized to do business in Florida: 1/13/2003

SECTION II (4-7 complete only the applicable changes)

- 4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? _____
- 5. New name of the limited liability company: HCP RP1-VB, LLC
- 6. If the amendment changes the period of duration, indicate new period of duration: _____
- 7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
- 8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
- 9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Sharon A. Yester
Typed or printed name of signee

Filing Fee: \$25.00

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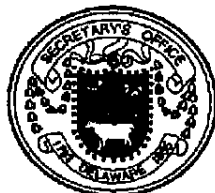
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 RETIREMENT RP1-VB, LLC", CHANGING ITS NAME FROM "CNL RETIREMENT RP1-VB, LLC" TO "HCP RP1-VB, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF NOVEMBER, A.D. 2006, AT 10:13 O'CLOCK A.M.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3608509 8100

061087114

AUTHENTICATION: 5233704


DATE: 11-29-06

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF FORMATION
OF
CNL RETIREMENT RP1-VB, LLC

- 1. The name of the limited liability company is CNL Retirement RP1-VB, LLC.
- 2. Paragraph FIRST of the Certificate of Formation is hereby amended in its entirety to read as follows:

"FIRST. The name of the limited liability company formed hereby is:
HCP RP1-VB, I.I.C."

IN WITNESS WHEREOF, the undersigned has caused this Certificate of
Amendment of the Certificate of Formation to be duly executed as of the 29th day of
Nov., 2006.

By: 
Authorized Person

Name: Sharon A. Yester

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State of Delaware
Secretary of State
Division of Corporations
Delivered 10:13 AM 11/29/2006
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SRV 061087114 - 3608509 FILE