

MD300 000/1641

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

From: SUZANNE M. McLAUGHEIN
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
Fax Number : (407) 650-1065

LIMITED LIABILITY AMENDMENT

CNL RETIREMENT MA4 GP HOLDING, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$55.00

03 JUL -2 PM 4:41
STATE DEPT OF STATE
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DIVISION OF CORPORATION

JP
7-2-03

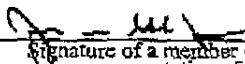
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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 MA4 GP Holding, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 05/21/2003

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? 06/25/2003
5. New name of the limited liability company: CNL Retirement MA4 GP Cleveland OH, 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

James M. Seneff Jr., Manager

Typed or printed name of signer

Filing Fee: \$25.00

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SECRETARY OF STATE
MAIL ROOM
TALLAHASSEE, FLORIDA

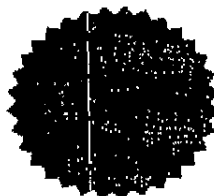
Delaware

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 MA4 GP HOLDING, LLC", CHANGING ITS NAME FROM "CNL RETIREMENT MA4 GP HOLDING, LLC" TO "CNL RETIREMENT MA4 GP CLEVELAND OH, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JUNE, A.D. 2003, AT 9:15 O'CLOCK P.M.

AND
FILED
03 JUL -2 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3658416 8100

AUTHENTICATION: 2496233

030421809

DATE: 06-26-03

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CNL TAX ACCOUNTING

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State of Delaware
Secretary of State
Division of Corporations
Delivered 09:30 PM 06/25/2003
FILED 09:15 PM 06/25/2003
SRV 030421809 - 3658416 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CNL RETIREMENT MA4 GP HOLDING, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

The Company's original Certificate of Formation was filed with the Delaware Secretary of State on May 14, 2003. This Amended and Restated Certificate of Formation was duly executed and is being filed in accordance with Section 18-202 of the Delaware Limited Liability Act.

FIRST: The name of the limited liability company is CNL Retirement MA4 GP Holding, LLC.

SECOND: The Certificate of Formation of the limited liability company, filed on May 14, 2003, in the Office of the Secretary of State of the State of Delaware, is hereby amended as follows:

"FIRST: The name of the limited liability company shall be CNL Retirement MA4 GP Cleveland OH, LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of CNL Retirement MA4 GP Holding, LLC this 24th day of June, 2003.

By: 
Name: Linda A. Scartelli
Title: Assistant Secretary

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