

Division of Corporations

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**MD40000000229**

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 : CNL FINANCIAL GROUP, INC.  
Account Number : 113615003626  
Phone : (407) 650-1000  
Fax Number : (407) 650-1065

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## LIMITED LIABILITY AMENDMENT

CNL RETIREMENT HB2 BOYNTON BEACH A FL GP, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$60.00

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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 4, 2004

CNL RETIREMENT HB2 BOYNTON BEACH A FL GP, LLC  
450 S. ORANGE AVENUE  
ORLANDO, FL 32801-3336SUBJECT: CNL RETIREMENT HB2 BOYNTON BEACH A FL GP, LLC  
REF: M04000000229

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) 245-6025.

Trevor Brumblay  
Document SpecialistFAX Aud. #: H04000024067  
Letter Number: 204A00007423SECRETARY OF STATE  
OFFICE OF THE SECRETARY  
OF THE SECRETARY

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APPROVED  
AND  
FILED

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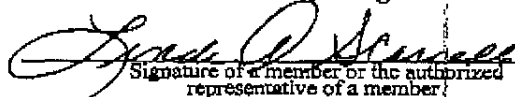
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**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 HB2 Boynton Beach A FL GP, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 20, 2004

**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? January 29, 2004
5. New name of the limited liability company: CNL Retirement HB2 Boynton Beach FL GP, 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

Linda A. Scarcelli

Typed or printed name of signer

Filing Fee: \$25.00

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# Delaware

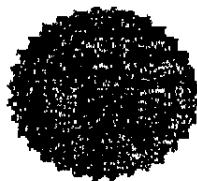
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CNL RETIREMENT HB2 BOYTON BEACH FL GP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JANUARY, A.D. 2004.

3749696 8300

040062501

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2899455

DATE: 01-30-04

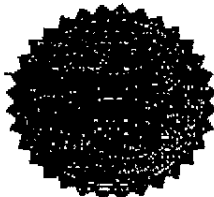
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# Delaware

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 HB2 BOYNTON BEACH A FL GP, LLC", CHANGING ITS NAME FROM "CNL RETIREMENT HB2 BOYNTON BEACH A FL GP, LLC" TO "CNL RETIREMENT HB2 BOYTON BEACH FL GP, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2004, AT 11:49 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2899451

DATE: 01-30-04

FROM CORPORATION TRUST WILM TEAM #2

(THU) 1.29'04 12:13/ST. 12:49 PM 01/29/2004  
State of Delaware  
Division of Corporations  
Delivered 12:13 PM 01/29/2004  
FILED 11:49 AM 01/29/2004  
SRV 040062501 - 3749696 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF**

**CNL RETIREMENT HB2 BOYNTON BEACH A FL GP, LLC  
A DELAWARE LIMITED LIABILITY COMPANY**


The Company's original Certificate of Formation was filed with the Delaware Secretary of State on January 7, 2004. 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 HB2 Boynton Beach A FL GP, LLC.

**SECOND:** The Certificate of Formation of the limited liability company, filed on January 7, 2004, in the Office of the Secretary of State of the State of Delaware, is hereby amended as follows:

**\*FIRST:** The name of the Company is: CNL Retirement HB2 Boynton Beach FL GP, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of CNL Retirement HB2 Boynton Beach A FL GP, LLC this 28<sup>th</sup> day of January, 2004.

By:   
Name: Stuart J. Boche  
Title: Executive Vice President