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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 010783 7548729

AUTHORIZATION :

COST LIMIT : \$ 25.00

ORDER DATE : July 16, 2007

ORDER TIME : 9:56 AM

ORDER NO. : 010783-010

CUSTOMER NO: 7548729

FILED
07 JUL 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: RCI CARLYLE NO. 2 LLC

☐ CORPORATE
☐ LIMITED PARTNERSHIP
☒ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER: _____

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

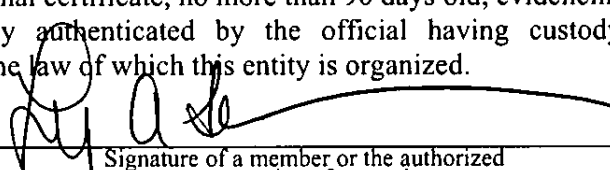
SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of
State: RCI Carlyle No. 2 LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: July 29, 2005

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FLORIDA

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? August 17, 2006
5. New name of the limited liability company: Carlyle No. 2 LLC
6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected
and the correction: N/A
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

Lynn A. Feldman, SVP and Secretary

Typed or printed name of signee

Filing Fee: \$25.00

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RCI CARLYLE NO. 2 LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CARLYLE NO. 2 LLC", THE SEVENTEENTH DAY OF AUGUST, A.D. 2006, AT 1:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RCI CARLYLE NO. 2 LLC" WAS FORMED ON THE SEVENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3981688 8320

070815912

AUTHENTICATION: 5843602

DATE: 07-16-07