

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

From:

Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1000
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

CNL SR FOX HILL, LLC

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February 13, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CNL SR FOX HILL, LLC
450 S. ORANGE AVENUE
ORLANDO, FL 32801

SUBJECT: CNL SR FOX HILL, LLC
REF: M06000000075

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.

The certificate evidencing the name change must show both the original name and the new name. As an alternative you can provide a certified copy of the name change amendment itself. Please return your filing with either a certified copy of the name change or a certificate showing both names.

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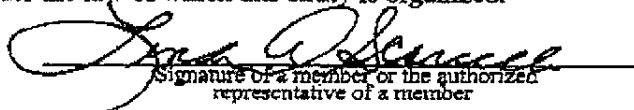
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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 SR Fox Hill, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 5, 2006

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 30, 2006
5. New name of the limited liability company: CNL Senior Housing IV, 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

Linda A. Scarcelli, Asst. Secretary
Typed or printed name of signer

Filing Fee: \$25.00

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Delaware

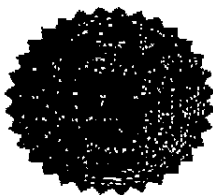
PAGE 1

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 SR FOX HILL, LLC", CHANGING ITS NAME FROM "CNL SR FOX HILL, LLC" TO "CNL SENIOR HOUSING IV, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 2006, AT 6:17 O'CLOCK P.M.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
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State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF AMENDMENT

OF

CNL SR FOX HILL, LLC

1. The name of the limited liability company is CNL SR FOX HILL, LLC.
2. The Certificate of Formation of the limited liability company, filed on December 19, 2005, in the Office of the Secretary of State of the State of Delaware, is hereby amended as follows:

The name of the limited liability company shall be CNL Senior Housing IV, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of CNL SR Fox Hill, LLC this 30th day of January, 2006.

CNL SR FOX HILL, LLC
a Delaware limited liability company

By: CNL SR Fox Hill, Inc.,
a Florida Corporation, as its Managing Member

By: 
Linda A. Scarcelli
Asst. Secretary

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