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### LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION CNL RESORT SUB INTERMEDIATE MREP, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$52.50

S. HAWKES

MAY 1 4 2010

**EXAMINER** 

#### **COVER LETTER**

Registration Section
Division of Corporations

SUBJECT: CNL Resort Sub Intermediate MREP LLC Name of Foreign Limited Liability Company Dear Sir or Madam; The enclosed application, certificate and fee(s) are submitted for filing, Please return all correspondence concerning this maner to the following: Mary Barker Name of Person Pyramid Advisors LLC Finn/Company One Post Office Square Suite 3100 Address Boston, MA 02109 City/State and Zip Code mbarker@pyramidhotelgroup.com E-mail address: (to be used for future annual report notification) For further information concerning this matter, please call: Olga Hinkel Name of Person Area Code & Daytime Telephone Number STREET/COURIER ADDRESS: MAILING ADDRESS: Registration Section Registration Section Division of Corporations Division of Corporations Clifton Building P.O. Box 6327 2661 Executive Center Circle Tallahassee, Florida 32314 Tallahassee, Florida 32301 Enclosed is a check for the following amount: S25 Filing Fee □530 Filing Fee & ■\$55 Filing Fee & S60 Filing Fee, Certificate of Status Certified Copy Certificate of Status & Certified Copy

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

#### SECTION I (1-3 must be completed)

1' Name of limited lightline experience as it dischare on the precipits of the Floride Depositment of	
State: CNL Resert Sub Informediate MREP LLC	A A
Name of limited liability company as it appears on the records of the Florida Department of State: CNL Resort sub Informediate MREP LLC  2. Jurisdiction of its organization: Delaware.	LORU
3. Date authorized to do business in Florida: 12/19/2006	3
SECTION II (4-7 complete only the applicable changes)	
l. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 07/14/2008	
New name of the limited liability company: [musteed with "Limited Liability Company;" "L.L.C.," or "LUC.")	
MSR Resort Sith Intermediate MREP LLC	
If name unavailable, enter alternate name adopted for the purpose of transacting business in florida and attach a copy of the written consent of the inanagers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")	
. If the amendment chariges the period of duration, indicate new period of duration:	
n/a	
. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:	
. If the amendment corrects any Talsa statement, indicate the statement being corrected and the correction:	Ů
ita ·	
Attached is an original cartificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having outloody of records in the jurisdi under the law of which this entity is organized.	ctioi
Signature of a member or the authorized representative of a member	
Typed or printed name of signee	
Filing Fee: \$25.00	

Sistem Only is

# Delaware

### The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO BEREBY CERTIFY THAT THE SAID "CNL RESORT SUB INTERMEDIATE MREP, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "MSR RESORT SUB INTERMEDIATE MREP, LLC", THE FOURTEENTH DAY OF JULY, A.D. 2008, AT 4:58 O'CLOCK P.M.

DATE: 05-12-10