

Florida Department of State

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 205-0383
Eliza J. Bardin

From: Account Name : CNL HOTELS & RESORTS, INC.
Account Number : I20050000020
Phone : (407) 650-1549
Fax Number : (407) 540-2702

FILED
07 JAN 11 11:10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

SF TENANT MERGER SUB, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$55.00

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Corporate Filing Menu

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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: SF Tenant Merger Sub, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 12/20/2006

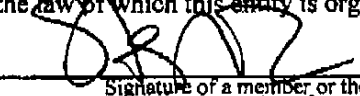
SECTION II (4-7 complete only the applicable changes)

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? 12/29/2006
5. New name of the limited liability company: SF Tenant, 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

Stephanie J. Thomas, Assistant Secretary

Typed or printed name of signee

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 MERGER, WHICH MERGES:

"SF TENANT CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "SF TENANT MERGER SUB, LLC" UNDER THE NAME OF
"SF TENANT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D.
2006, AT 11:45 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

FILED
07 JAN 11 11:10:18
SECRETARY OF STATE
ALLAHASSEE FLORIDA

4270594 8100M
061199872



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5317093

DATE: 12-29-06

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 11:45 AM 12/29/2006
 FILED 11:45 AM 12/29/2006
 SRV 061199872 - 4270594 FILE

CERTIFICATE OF MERGER OF

SF TENANT CORPORATION,
 a Delaware corporation,

with and into

SF TENANT MERGER SUB, LLC,
 a Delaware limited liability company

The undersigned, being an authorized person, does hereby certify for and on behalf of SF Tenant Merger Sub, LLC, in accordance with Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA") and Section 264 of the Delaware General Corporation Law ("DGCL"), it is hereby certified that:

1. The name and state of formation of each of the constituent entities participating in the merger herein certified are:

(a) **SF TENANT CORPORATION**, a corporation organized and existing under the laws of the State of Delaware (the "Merging Entity"); and

(b) **SF TENANT MERGER SUB, LLC**, a limited liability company organized and existing under the laws of the State of Delaware (the "Surviving Entity").

2. An Agreement and Plan of Merger ("Plan of Merger"), dated as of December 29, 2006, by and between the Merging Entity, the Surviving Entity and CNL Hospitality Services, Inc., a Delaware corporation ("Hospitality Services") has been approved, adopted, certified, executed and acknowledged by the Merging Entity and by the Surviving Entity (the Merging Entity and the Surviving Entity are individually referred to herein as a "Constituent Entity") in accordance with Section 18-209 of the DLLCA and Section 264 of the DGCL.

3. The name of the surviving limited liability company is SF Tenant Merger Sub, LLC, which will continue in existence as the surviving entity under the name "SF Tenant, LLC" upon the effective date of the merger pursuant to the laws of the State of Delaware.

4. The certificate of formation of SF Tenant Merger Sub, LLC as in effect immediately prior to the merger shall be amended by striking out Article FIRST of the certificate of formation of SF Tenant Merger Sub, LLC and inserting in lieu thereof the following:

FIRST: The name of the Company is:

SF Tenant, LLC

and said certificate of formation as so amended shall continue to be the certificate of formation of the surviving company until amended and changed pursuant to the provisions of the DLLCA.

5. The executed Plan of Merger is on file at the offices of the Surviving Entity at 420 South Orange Avenue, Suite 700, Orlando, Florida 32801-3313.

6. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any stockholder or member of any Constituent Entity.

7. The merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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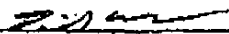
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed and signed on behalf of the Surviving Entity as of the 29th day of December, 2006.

SURVIVING ENTITY:

SF TENANT MERGER SUB, LLC,
a Delaware limited liability company

By: **CNL Hospitality Services, Inc., a**
Delaware corporation, its member

By: 
Name: Daniel Cooley
Title: Vice President of Tax

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