

02/14/2011 10:35 FAX

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Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6383

From: AMY J. PATTERSON
Account Name : CNL FINANCIAL GROUP, INC.
Account Number : 113615003626
Phone : (407) 650-1540
Fax Number : (407) 540-2699

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB 14 AM 9:38

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: amy.patterson@cnl.com

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CNL DIVERSIFIED PROPERTIES GP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

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J. SAULSBERRY
EXAMINER

FEB 15 2011

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Corporate Filing Menu

Help

CNL PROPERTIES TRUST, INC.
450 So. Orange Avenue
Orlando, FL 32801

February 8, 2010

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: CONSENT FOR USE OF SIMILAR NAME

Dear Sir or Madam:

Please consider this our consent for CNL Diversified Properties GP, LLC to use of similar name CNL Properties Trust GP, LLC.

Thank you for your assistance in this regard.

Sincerely yours,

CNL PROPERTIES TRUST, INC.

By:


Holly Greer
Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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 liability company as it appears on the records of the Florida Department of State: CNL Diversified Properties GP, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: July 13, 2010

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? February 4, 2011
5. New name of the limited liability company: CNL Properties Trust GP, LLC
(must end with "Limited Liability Company," "L.L.C.," or "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 managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "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

Joseph T. Johnson

Typed or printed name of signer

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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H11000038735 3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 DIVERSIFIED PROPERTIES GP, LLC", CHANGING ITS NAME FROM "CNL DIVERSIFIED PROPERTIES GP, LLC" TO "CNL PROPERTIES TRUST GP, LLC", FILED IN THIS OFFICE ON THE FOURTH DAY OF FEBRUARY, A.D. 2011, AT 11:14 O'CLOCK A.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8542787

DATE: 02-07-11

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State of Delaware
Secretary of State
Division of Corporations
Delivered 11:22 AM 02/04/2011
FILED 11:14 AM 02/04/2011
SRV 110117685 - 4840093 FILE

**CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF FORMATION
OF
CNL DIVERSIFIED PROPERTIES GP, LLC**

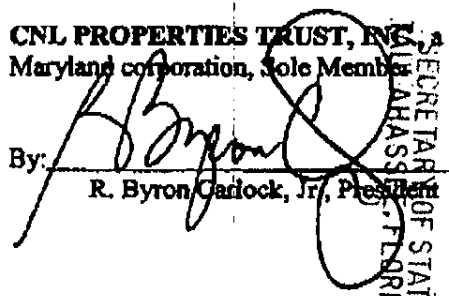
1. The name of the limited liability company is **CNL Diversified Properties GP, LLC**.

2. The Certificate of Formation of the limited liability company, filed on June 23, 2010, 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 is **CNL Properties Trust GP, LLC**.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation of CNL Diversified Properties GP, LLC, this 2nd day of February, 2011.

CNL PROPERTIES TRUST, INC.
Maryland corporation, Sole Member

By: 

R. Byron Carlock, Jr., President

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DELAWARE

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