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BASIC AMENDMENT

CNL STRATEGIC CORP.

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CNL STRATEGIC CORP.

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1003 and 607.1006 of the Florida Statutes, CNL STRATEGIC CORP., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is CNL STRATEGIC CORP.
2. The original Articles of Incorporation for the Corporation were filed on July 1, 2003, and assigned document number P03000072696.
3. By written consent executed on August 21, 2003 by the Directors and sole Shareholder of the Corporation, respectively, the Directors and Shareholder have agreed that the Articles of Incorporation be amended to change the name of the Corporation to "CNL INCOME CORP." The amendment was approved by the Directors and sole Shareholder.
4. Article I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

Name and Address

The name of this Corporation shall be CNL INCOME CORP. and its physical and mailing address shall be 450 So. Orange Avenue, Orlando, FL 32801.

IN WITNESS WHEREOF, the Chief Executive Officer of the Corporation has executed these Articles of Amendment this 21st day of August, 2003, on behalf of the Corporation.

CNL STRATEGIC CORP.
a Florida corporation

By: 

James M. Seneff, Jr.
Chief Executive Officer