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NAME: CNL FINANCIAL SERVICES, INC.

AUDIT NUMBER.....H97000015927

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CNL FINANCIAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

I. The name of the corporation is CNL Financial Services, Inc. (hereinafter referred to as the "Corporation").

II. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE IV

Capital Stock

1. Number and Class of Shares Authorized; Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$1.00	Common

2. Voting Rights. The common stock shall possess and exercise exclusive voting rights and, at all meetings of the holders of such common stock, each record holder of such stock shall be entitled to one vote for each share of such stock held. Holders of common stock shall have no cumulative voting rights in any election of members of the board of directors of the Corporation.

This document was prepared by:

JAMES J. HOCTOR, ESQUIRE

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3. Dividend Rights. Subject to the prior rights of holders of any other class of stock of the Corporation as to dividends, if any, the holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

4. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation that remain after the payment of obligations of the Corporation as required by applicable law, shall be distributed ratably among the holders of the Common Stock.

5. Preemptive Rights. No holder of common stock of the Corporation shall have the right upon the sale, for cash or otherwise, of any new capital stock of the Corporation or of any capital stock of the Corporation held by it in its Treasury or otherwise, of the same or any other kind, class, or series as that which such holder already holds, to purchase such holder's pro rata share of such stock at the same price at which it is offered to others or at any other price.

III. The foregoing amendment was adopted by all of the members of the Board of Directors of the Corporation by unanimous written consent dated the 24th day of September, 1997, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and approved by the sole shareholder of the single class of stock of the Corporation by written consent dated the 24th day of September, 1997, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

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IV. The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida.

Dated this 24th day of September, 1997.

CNL FINANCIAL SERVICES, INC., a
Florida corporation

By: *E. J. McDonnell*
Edgar McDonnell, Executive
Vice-President

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