

Filing Fee: \$50.00

ID Number: 119285



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

LIMITED PARTNERSHIP

2007 SEP 18 AM 11:29
CORPORATIONS DIV
PROVIDENCE

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-52 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership hereby submits the following Certificate of Amendment to Certificate of Registration:

- 1. The name of the limited partnership is:
CNL NET LEASE FUNDING, 2001, LP

- 2. A Certificate of Registration was issued to the limited partnership by the Office of the Secretary of State of the State of Rhode Island on 07/06/2001, authorizing it to transact business in Rhode Island under the name of CNL NET LEASE FUNDING, 2001, LP

3. The Application for Certificate of Registration is amended as follows:

[Insert amendment]

The general partner of the limited partnership is: USRP (SFGP), LLC

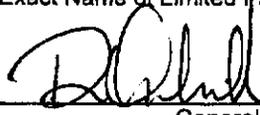
FILED 11:29
SEP 18 2007 CT
By [Signature] 37112

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Amendment to Certificate of Registration of a Foreign Limited Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9/11/07

Rosemary Q. Mills, SVP of USRP (SFGP), LLC

Print Exact Name of Limited Partnership Making Application

By 
General Partner



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

