

**ARTICLES OF AMENDMENT
TO
FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COMMERCIAL NET LEASE REALTY, INC.**

Commercial Net Lease Realty, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The First Amended and Restated Articles of Incorporation (the "Articles of Incorporation") are hereby amended by deleting Article I in its entirety and inserting the following new Article I:

The name of the Corporation is National Retail Properties, Inc.


SECOND: The information required by subsection (b)(2)(i) of Section 2-607 of the Maryland General Corporation Law will not be changed by these Articles of Amendment; and

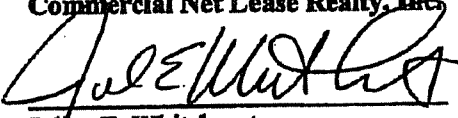
THIRD: The amendment to the Articles of Incorporation as hereinabove set forth have been approved by the Board of Directors of the Corporation and is limited to the change expressly authorized by Section 2-605 of the Maryland General Corporation Law to be made without action by the stockholders.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its Executive Vice President and Chief Operating Officer and attested by its Assistant Secretary effective 9:00am, May 1st, 2006.

THE UNDERSIGNED, Executive Vice President and Chief Operating Officer of the Corporation, who executed on behalf of said corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

ATTEST:


Kella W. Schaible
Assistant Secretary

Commercial Net Lease Realty, Inc.

Julian E. Whitehurst
Executive Vice President and
Chief Operating Officer

State of Maryland
Department of
Assessments and Taxation

Charter Division



Robert L. Ehrlich, Jr.
Governor

C. John Sullivan, Jr.
Director

Paul B. Anderson
Administrator

THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202-3219

Date: 04-28-2006

This letter is to confirm acceptance of the following filing:

ENTITY NAME : NATIONAL RETAIL PROPERTIES, INC.
DEPARTMENT ID : D03887361
TYPE OF REQUEST : ARTICLES OF AMENDMENT / NAME CHANGE
DATE FILED : 04-28-2006
TIME FILED : 10:34-AM
RECORDING FEE : \$100.00
EXPEDITED FEE : \$50.00
FILING NUMBER : 1000361992921050
CUSTOMER ID : 0001777317
WORK ORDER NUMBER : 0001220355

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT
IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK
ORDER NUMBER ON ANY INQUIRIES.

Charter Division
Baltimore metro area (410)767-1350
Outside metro area (888)246-5941

301 West Preston Street-Room 801-Baltimore, Maryland 21201-2395
Toll free in Maryland (888)246-5941
MRS (Maryland Relay Service) (800)735-2258 TT/Voice- Fax (410)333-7097
Website: www.dat.state.md.us

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ENTITY TYPE: ORDINARY BUSINESS - STOCK
STOCK: Y
CLOSE: N
EFFECTIVE DATE: 04-28-2006
PRINCIPAL OFFICE: 300 E LOMBARD ST
BALTIMORE MD 21202
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED
300 E LOMBARD ST
BALTIMORE MD 21202

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE NAME CHANGE
FROM: COMMERCIAL NET LEASE REALTY, INC.
TO: NATIONAL RETAIL PROPERTIES, INC..

EFFECTIVE DATE OF 05/01/06 AT 9:00 AM

NOTICE: Effective January 1, 2004

As a result of a change in State law, the annual report fee for most legal entities (including LLCs and LLPs) has increased to \$300. This fee is for the privilege of maintaining a legal entity's existence in Maryland, and is due and payable with the filing of the personal property return. The increase is effective for any return, regardless of year, filed after 12/31/2003.

There continues to be no annual report fee for non-stock corporations, churches, foreign interstate companies, sole proprietorships and general partnerships, but these entities must still file a personal property return annually.