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Form LP 202
(Rev. Jan. 1995)

Filing Fee \$25

SUBMIT IN DUPLICATE!

98444050

DEPT-01 RECORDING \$23.50
T#7777 TRAN 4161 06/11/96 11:27:00
#0222 # JL #-96-444050
COOK COUNTY RECORDER

S001202 SOSIL 06/03/96
25.00 FF 0000092306 FILED

All correspondence regarding this filing will be sent to the registered agent of the limited partnership unless a self-addressed envelope with pre-paid postage is included.

GEORGE H. RYAN
SECRETARY OF STATE
STATE OF ILLINOIS

CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP (Illinois limited partnership)

1. Limited partnership's name: Eastgate Shopping Center Investment Company

2. File number assigned by the Secretary of State: S001202

3. Federal Employer Identification Number (F.E.I.N.): 99-0253627

4. The certificate of limited partnership is amended as follows:

(Check all applicable changes)

(Address changes P.O. Box alone and c/o are unacceptable)

98444050

a) Admission of a new general partner (give name and business address below).

b) Withdrawal of a general partner (give name below).

c) Change of registered agent and/or registered agent's office (give new name and address, including county below).

d) Change in the address of the office at which the records required by Section 201 of the Act are kept (give new address, including county below).

e) Change in the general partners name and/or business address (give name and new address below).

f) Change in the partners' total aggregate contribution amount (give new dollar amount below).

g) Change in limited partnership's name (give new name below).

h) Change in date of dissolution (give new date below).

i) Other (give information below).

Mary Dobranski
RF KP
333 W. Wacker Dr. 2700
Chicago, IL 60606

If additional space is needed, it must be continued on the reverse side and/or in the same format on a plain white 8 1/2" x 11" sheet, which must be stapled to this form.

5001202 SOSIL 06/03/96
25.00 FF 0000092306 FILED

c) Old Information
Howard A. Nagelberg
444 North Michigan Avenue
Suite 2500
Chicago, Illinois 60611

New Information
Howard A. Nagelberg
333 West Wacker Drive
Suite 2700
Chicago, Illinois 60606

5. **NAME(S) & BUSINESS ADDRESS(ES) OF GENERAL PARTNER(S)**

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

The original certificate of amendment must be signed by a general partner, all new general partners and at least one withdrawing general partner.

SIGNATURE AND NAME

Signature *Michael T. Tomasz*

Type or print name and title Michael T. Tomasz, Pres.
Tomasz/Shidler Investment Corporation

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

Signature _____

Type or print name and title _____

Name of General Partner if a corporation or
other entity _____

BUSINESS ADDRESS

Number/Street 150 N. Wacker Dr., 16th Floor

City/town Chicago

State Illinois Zip Code 60606

Number/Street _____

City/town _____

State _____ Zip Code _____

Number/Street _____

City/town _____

State _____ Zip Code _____

(Signatures must be in **BLACK INK** on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

FORMS OF PAYMENT:

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

DO NOT SEND CASH!

RETURN TO:

Secretary of State
Department of Business Services
Limited Partnership Division
Room 357, Howlett Building
Springfield, Illinois 62756
Telephone: (217) 785-8960