

97447782

Filing Fee \$25

SUBMIT IN DUPLICATE!

DEPT-01 RECORDING \$23.50
T#0099 TRAN 9109 06/23/97 08:46:00
#0506 # SK *-97-447782
COOK COUNTY RECORDER

0001497 803 JL 06/01/97
25.00 FF 0000104519 F I I ED

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)

- Limited partnership's name: Urban Shopping Centers, L.P.
- File number assigned by the Secretary of State: 6003377
- Federal Employer Identification Number (F.E.I.N.): 310-922 8718
- The certificate of limited partnership is amended as follows:
(Check all applicable changes)
(Address changes P.O. Box alone and c/o are unacceptable)
 - 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).

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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.

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c) Corporate Representative Services
900 North Michigan Avenue Suite 1900
Chicago, IL 60611

Cook County

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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	BUSINESS ADDRESS
Signature <u><i>Paul C. Nielsen</i></u>	Number/Street <u>900 N Michigan Ave</u>
Type or print name and title _____	City/Town <u>Chicago IL 60611</u>
Name of General Partner if a corporation or other entity <u>Paul C Nielsen Asst Sec of general partner</u>	State <u>IL</u> Zip Code <u>60611</u>
Signature _____	Number/Street _____
Type or print name and title _____	City/Town _____
Name of General Partner if a corporation or other entity _____	State _____ Zip Code _____
Signature _____	Number/Street _____
Type or print name and title _____	City/Town _____
Name of General Partner if a corporation or other entity _____	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) 785-8950