

CT CORPORATION SYSTEM

A18483

CORPORATION(S) NAME

02 MAY -6 PM 2:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1) Bellwether Properties of Florida (Limited)

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-05/06/02--01051--029
*****52.50 *****52.50

6000005462476--6
-05/06/02--01051--030
*****8.75 *****8.75

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<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input checked="" type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

02 MAY -6 PM 11:11
RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

Name _____
Availability _____
Document _____
Examiner _____
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Verifier _____
W.P. Verifier _____

5/6/02

Order#: 5323971

BK

kf

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

FILED
02 MAY -6 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Bellwether Properties of Florida (Limited)

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on December 6, 1984, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Paragraph 7 shall be amended and restated in its entirety to read:

7. The names and the addresses of the partners are

General Partner:

WEA Countryside GP, LLC
11601 Wilshire Blvd., 12th Floor
Los Angeles, CA 90025
Attn: Office of Legal Counsel

MOZUUUUUUUU

Limited Partner:

Westfield Growth LP
WEA Countryside GP, LLC
11601 Wilshire Blvd., 12th Floor
Los Angeles, CA 90025
Attn: Office of Legal Counsel

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State

THIRD: Signature(s)

Signature of current general partner

HRE COUNTRYSIDE, INC.

Michael Hilborn
Vice President

Signature(s) of new general partner(s), if applicable.

SEE ATTACHED

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SEE ATTACHED

WEA Countryside GP, LLC, a Delaware limited liability company

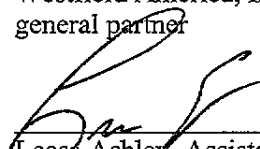
By: Westfield Growth LP, a Delaware limited partnership, its general partner

By: Westfield Growth II LP, a Delaware limited partnership, its general partner

By: Westfield Centers LLC, a Delaware limited liability company, its
general partner

By: Westfield America Limited Partnership, a Delaware limited
partnership, its sole member

By: Westfield America, Inc., a Missouri corporation, its
general partner



Leesa Ashley, Assistant Secretary

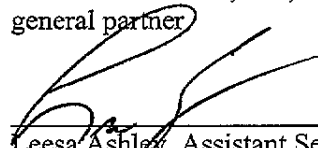
Westfield Growth LP, a Delaware limited partnership

By: Westfield Growth II LP, a Delaware limited partnership, its general partner

By: Westfield Centers LLC, a Delaware limited liability company, its
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By: Westfield America, Inc., a Missouri corporation, its
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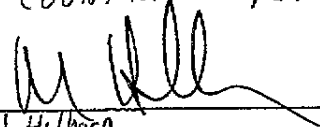
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