



THE UNITED STATES
CORPORATION
COMPANY

A94000000108

ACCOUNT NO. : 072100000032

REFERENCE : 766083 6469B

AUTHORIZATION : Patricia Pzyth

COST LIMIT : \$ 61.25

ORDER DATE : April 2, 1998

ORDER TIME : 11:11 AM

ORDER NO. : 766083-015

CUSTOMER NO: 6469B

CUSTOMER: Marlis J. Spear, Legal Asst
Maguire Voorhis & Wells, P.a.
200 South Orange Avenue
Suite 3000
Orlando, FL 32802

500002476895--9

DOMESTIC AMENDMENT FILING

NAME: SHOPPES LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 APR - 2 PM 2:21

RECEIVED
98 APR - 2 PM 12:11
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 APR - 2 PM 2:22

BK
4/2/98

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHOPPES LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 2:22

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on January 25, 1994, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s):

Article Number 2 is hereby amended to read in its entirety as follows:

2. General Partners. The name and business address of each General Partner of the Partnership is:

MDR Shoppes Limited Partnership, a Florida limited partnership
c/o Capitol Investment Associates Corp.
5454 Wisconsin Avenue
Suite 1265
Chevy Chase, Maryland 20815

A9800000841

CM International Shoppes, Inc., a Maryland corporation
The CRI Building
11200 Rockville Pike
Rockville, Maryland 20852

F98000001867

Article Number 3 is hereby amended to read in its entirety as follows:

3. Recordkeeping Office. The address of the office at which the records of the Partnership are maintained pursuant to the Act is c/o F.F. South and Company, 7600 Doctor Phillips Boulevard, Suite 73, Orlando, Florida 32819.

Article Number 6 is hereby amended to read in its entirety as follows:

6. Latest Dissolution Date. The latest date upon which the Partnership is to dissolve is December 31, 2020.

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 withdrawing general partner:

SIP OF ORLANDO, INC., a Florida corporation

By: 

Michael D. Rubin, President

Signatures of new general partners:

MDR SHOPPES LIMITED PARTNERSHIP, a Florida limited partnership

By: Shoppes Investments Ltd., a Florida limited partnership, managing general partner

By: SIP of Orlando, Inc., a Florida corporation, general partner

By: 

Michael D. Rubin, President

[SIGNATURES OF NEW GENERAL PARTNERS CONTINUE ON FOLLOWING PAGE]

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CM INTERNATIONAL SHOPPES, INC., a Maryland corporation

By: Donald R Drew
Name: Donald R Drew
Title: Senior Vice President

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