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SIMON
PROPERTY GROUP

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FILED
OCT - 1 PM 12:26
TALLAHASSEE, FLORIDA
STATE OF FLORIDA

VIA OVERNIGHT DELIVERY

September 30, 2002

BK

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-10/01/02--01047--014

*****52.50 *****52.50

Buck Kohr
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

LP-52.50

Re: Boynton-JCP Associates, Ltd. and Melbourne-JCP Associates, Ltd.

Dear Mr. Kohr:

Pursuant to our telephone conversation this morning, enclosed you will find the original and two copies of the following documentation:

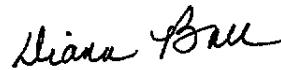
1. Certificate of Amendment to Certificate of Limited Partnership of Boynton-JCP Associates, Ltd. and check in the amount of \$52.50 for its filing fee;
2. Certificate of Amendment to Certificate of Limited Partnership of Melbourne-JCP Associates, Ltd. and check in the amount of \$52.50 for its filing fee;
3. 2002 Uniform Business Report for Boynton-JCP Associates, Ltd. and check in the amount of \$526.25 for its filing fee; and
4. 2002 Uniform Business Report for Melbourne-JCP Associates, Ltd. and check in the amount of \$141.25.

Letter to:
Buck Kohr
Florida Secretary of State
September 30, 2002
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Once these have been filed, would you please return a filed-stamped copy of each to me in the enclosed, self-addressed envelope. If you have any questions or need any additional documentation, please do not hesitate to call me. Thank you for your assistance this matter.

Very truly yours,



Diana S. Ball
Senior Corporate Paralegal

DSB/dlb
Encl.

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

MELBOURNE-JCP ASSOCIATES, LTD.

(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 12/11/81, adopts the following certificate of amendment to its certificate of limited partnership.

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

The certificate is being amended to state as follows:

"The names and addresses of the general partners are as follows:

Simon Property Group, L.P., Document B93000000570, a Delaware limited partnership,
115 W. Washington St., Suite 15E, Indianapolis, IN 46204; and
Simon Property Group, Inc., Document f98000001489, a Delaware corporation, 115 West
Washington St., Suite 15E, Indianapolis, IN 46204."

SPG Properties, Inc., filed Articles of Merger into Simon Property Group, Inc. with the Delaware Secretary of State effective 7/1/2001, and thereafter filed a withdrawal with the Florida Secretary of State on November 19, 2001.

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:

Simon Property Group, L.P., a Delaware limited partnership

By: Simon Property Group, Inc., its General Partner

Signature(s) of new general partner(s), if applicable: By: *[Signature]*

Its: Randolph L. Foxworthy, Executive Vice President

Simon Property Group, Inc., a Delaware corporation

General Partner

By: *[Signature]*

Randolph L. Foxworthy

Its: Executive Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA