

A 14404

Florida Department of State
Division of Corporations
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To:
Division of Corporations
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Please file
Jub. SELLERS

JUN - 3 2009

EXAMINER**LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION****BRANDON PARTNERS, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$52.50

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

Brandon Partners, Ltd.

Insert name currently on file with Florida Department of State

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on 4/27/1983, assigned Florida document number A14404, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

Westfield Brandon Partners, Ltd.

New name must be distinguishable and contain an acceptable suffix.

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:

(Must be STREET address)

c/o Westfield, LLC

11601 Wilshire Blvd., 11th Floor

Los Angeles, CA 90025

New Mailing Address:

(May be post office box)

c/o Westfield, LLC

11601 Wilshire Blvd., 11th Floor

Los Angeles, CA 90025

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

City

, Florida

Zip Code

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New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."

☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)

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F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

Please see attached signature page

Urban Shopping Centers, L.P.

Signature(s) of all new or dissociating general partner(s), if any:

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

SIGNATURE PAGE
TO
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BRANDON PARTNERS, LTD.,
A FLORIDA LIMITED PARTNERSHIP
(REGARDING NAME CHANGE TO:
WESTFIELD BRANDON PARTNERS, LTD.)

By: URBAN SHOPPING CENTERS, L.P., an Illinois limited partnership, its general partner

By: Head Acquisition, LP, a Delaware limited partnership, its general partner

By: Growth Head GP, LLC, a Delaware limited liability company, its general partner

By: Westfield Head LP, a Delaware limited partnership, its sole member

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

By: Westfield America G.P., Inc., a Delaware corporation, its general partner

By: _____

Name: Stephen A. Carroll

Title: Assistant Secretary