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CORPORATION(S) NAME

INLAND SOUTHEAST MERCHANTS SQUARE LIMITED PARTNERSHIP

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

INLAND SOUTHEAST MERCHANTS SQUARE LIMITED PARTNERSHIP

(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 Department of State on October 5, 1998 adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)
Article 6 is amended as follows:

Inland Southeast Merchants Square Investment Corporation, a Florida corporation, hereby withdraws as the General Partner of the Partnership effective June 4, 1999 ;

Inland Southeast Acquisitions Corp., a Florida corporation, hereby withdraws as the Limited Partner of the Partnership effective June 4, 1999 ;

Inland Merchants Square G.P., L.L.C., a Florida limited liability company, shall be the new General Partner of the Partnership effective June 4, 1999 ; and

Inland Retail Real Estate Limited Partnership, an Illinois limited partnership, shall be the new Limited Partner of the Partnership effective June 4, 1999 .

New General Partner's address is: 2901 Butterfield Road
Oak Brook, IL 60523

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: INLAND SOUTHEAST MERCHANTS SQUARE INVESTMENT CORPORATION

By: [Signature]
Its: President

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

By: INLAND MERCHANTS SQUARE G.P., L.L.C., a Florida limited liability company
Inland Retail Real Estate Limited Partnership
an Illinois limited partnership

Its: Sole Member

By: Inland Retail Real Estate Trust, Inc., a Maryland corporation
Its: General Partner

By: [Signature]
Its: Secretary