



chelsea property group

A990000000139

FILED
2002 APR 15 AM 9:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 12, 2002

Via Federal Express

Florida Department of State
Divisions of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

Re: Certificate of Amendment of Certificate of Limited Partnership

To Whom It May Concern:

Enclosed for filing is the referenced document along with a check in the amount of \$105, covering the filing fees.

Once the enclosed has been processed, please return a certified copy to my attention as follows:

Melissa Fiore
Chelsea Property Group, Inc.
103 Eisenhower Parkway
Roseland, New Jersey 07068

Please do not hesitate to contact me with any questions at (973) 403-2598.

Sincerely,

Melissa Fiore

Enclosures

200005272372--1
-04/15/02--01054--010
***105.00 ***105.00

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SIMON/CHELSEA ORLANDO DEVELOPMENT
LIMITED PARTNERSHIP**

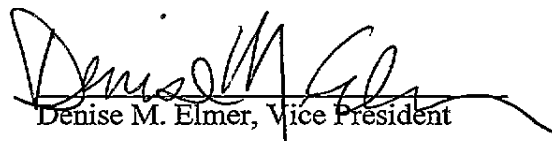
FILED
2002 APR 15 AM 9:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, desiring to amend the Certificate of Limited Partnership of Simon/Chelsea Orlando Development Limited Partnership (the "Original Certificate") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act §620.109, does hereby certify as follows:

1. The name of the limited partnership is Simon/Chelsea Orlando Development Limited Partnership, and the Original Certificate was filed on January 22, 1999.
2. Article I of the Certificate of Limited Partnership shall be amended to read as follows:
"1. The name of the limited partnership is Chelsea Orlando Development Limited Partnership (the "Partnership")."
3. This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Certificate of Limited Partnership of the Partnership effective April 11, 2002.

S/C Orlando Development LLC
By: CPG Partners, L.P.
By: Chelsea Property Group, Inc.


Denise M. Elmer, Vice President