B95000000445

Heitman

April 18, 2000

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314-6327

Re: Heitman/JMB Institutional Realty Advisors, L.P., Ltd.

Dear Sir/Madam:

Enclosed is the Certificate of Amendment to Application For Registration of the referenced Limited Partnership, along with check no. 001417 in the amount of \$52.50 as payment of the applicable filing fees.

If you have any questions or comments, please call the undersigned. Please also send the evidence of filing to me at the address listed below. Thank you for your assistance.

Sincerely,

Susan K. Odland

Assistant Vice President

SKO/sko Enclosures 000003221840--- G -04/24/00--01167--027 *****52.50 ******52.50

Heitman Capital Management • 180 North LaSalle Street Suite 3600 • Chicago IL 60601 Direct Dial (312) 541-6769 • Fax (312) 541-6738 • susan.odland@heitman.com

CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION OF

Heitman/JMB Institutional Realty Advisors, L.P., LTD. (Insert name currently on file with Florida Dept. of State)
Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:
The registration application is amended as follows:
Withdrawal of General Partner: Heitman Capital Management LLC
New General Partner: Heitman/JMB Institutional Realty Advisors LLC 180 N. LaSalle Street Chicago, Illinois 60601
Heitman/JMB Institutional Realty Advisors LLC
By: / Man / Jelland
(Signature of a General Partner)
Susan K. Odland, Assistant Vice President
(Typed or printed name of General Partner signing above)
STATE OF
COUNTY OFCook
On this 18th day of April ,2000 , Susan K. Odland personally
appeared before me,
who is personally known to me
whose identity I proved on the basis of
Linda M. Rilley (Notary Public Signature)

"OFFISEAL SEAL"
Linda M. Riley
Notary Public, State of Illinois
My Commission Express Nov. 10, 2002

Linda M. Riley

(Notary's Printed Name)

My Commission Expires:

november 10, 2002