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Tallahassee, FL 32301

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CORPORATION(S) NAME

CP Miami Retail, L.P.

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CERTIFICATE OF AMENDMENT
TO
APPLICATION OF REGISTRATION
OF
CP MIAMI RETAIL, L.P.

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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:

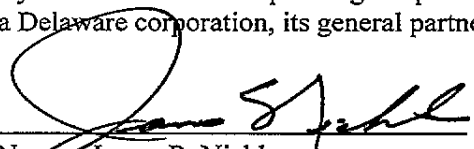
The name and business address of the general partner of the Partnership is changed to CP Miami Retail Managers, L.P., a Delaware limited partnership, 10777 Westheimer, Suite 1000, Houston, Texas 77042.

139800000043

GENERAL PARTNER

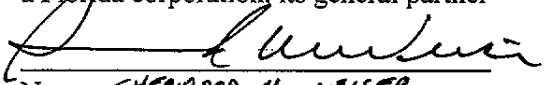
CP MIAMI RETAIL MANAGERS, L.P.,
a Delaware limited partnership

By: CP Miami Retail Operating Corporation,
a Delaware corporation, its general partner



Name: James R. Nickles
Title: Vice President

By: Omni Retail GP, Inc.,
a Florida corporation, its general partner




Name: SHERWOOD M. WEISER
Title: PRESIDENT

STATE OF TEXAS
COUNTY OF DALLAS

On this 14th day of May, 1998, James R. Nickles personally appeared before me,
 who is personally known to me whose identity I proved on the basis of _____

Seal

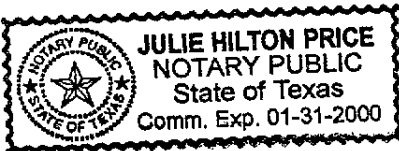


(Notary Public Signature)

JULIE H. PRICE

(Notary's Printed Name)

My Commission Expires: _____



STATE OF FLORIDA
COUNTY OF DARE

On this 21st day of MAY, 1998, SHERWOOD M. WEISER personally
appeared before me, who is personally known to me whose identity I proved on the basis of

Seal



Nancy Quintana
My Commission **CG734525**
Expires April 16, 2002

Nancy Quintana
(Notary Public Signature)

NANCY QUINTANA
(Notary's Printed Name)

My Commission Expires: 4/16/02

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