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Florida Department of State
Division of Corporations
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05/07/05

LIMITED LIABILITY AMENDMENT

SPG PROPERTIES VII, LLC

File 1st

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

File 2nd is
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H05000055058

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

- 1. Name of limited liability company as it appears on the records of the Florida Department of State: SPG Properties VII, LLC
- 2. Jurisdiction of its organization: Delaware
- 3. Date authorized to do business in Florida: 6/21/2004

SECTION II (4-7 complete only the applicable changes)

- 4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 6/24/2004
- 5. New name of the limited liability company: SPG Capital VII, LLC
- 6. If the amendment changes the period of duration, indicate new period of duration: _____
- 7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: _____
- 8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: _____
- 9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

SPG CAPITAL VII, LLC, a Delaware limited liability company
 By: SIMON PROPERTY GROUP, L.P., a Delaware limited partnership, its sole member
 By: SIMON PROPERTY GROUP, INC., a Delaware corporation, its general partner

By: *James M. Barkley*
 James M. Barkley, Secretary

Dated 3/2/2005

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PAGE 1

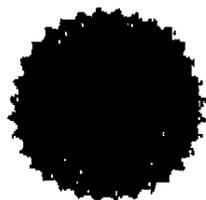
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SPG PROPERTIES VII, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SPG CAPITAL VII, LLC", THE TWENTY-FOURTH DAY OF JUNE, A.D. 2004, AT 11:57 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3720158

DATE: 03-03-05

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