



1300 Wilson Boulevard
Suite 400
Arlington, Virginia 22209
(703) 526 5000

m990000001788

June 26, 2001

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

m99-1788

n/c

MIJH

600004452116--3
-06/29/01-01080-002
*****55.00 *****55.00

Dear Sir/Madam:

Attached is an Application for Amendment for our entity, MEI/Kan Am II, L.L.C. to change its name to MEI Retail Holdings II, L.L.C. I have included a check for the filing fee of \$25.00 and \$30.00 for a certified copy for a total amount of \$55.00. In case it is needed, I am also including a copy of the name change amendment for this entity which was filed in its home state of Delaware.

Please let me know if you shall need anything else in order to have this Application filed in Florida? My telephone number is (703) 526-5115 and my address is above.

Thanks for your attention to this matter.

Sincerely,

Agnes Yackshaw
Legal Department

Enclosures

FILED
01 JUN 29 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

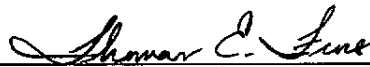
SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: MEI/KAN AM II, L.L.C.
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: NOVEMBER 12, 1999

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? MAY, 2001
5. New name of the limited liability company: MEI RETAIL HOLDINGS II, L.L.C.
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.

FILED
01 JUN 29 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signature of a member or the authorized
representative of a member

THOMAS E. FROST, EXECUTIVE VICE PRESIDENT OF
MILLS ENTERPRISES, INC., THE MANAGER OF
MEI RETAIL HOLDINGS II, L.L.C. (FORMERLY MEI/KAN AM II, L.L.C.)

Typed or printed name of signee

6.26.01

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MEI/KAN AM II, L.L.C.", CHANGING ITS NAME FROM "MEI/KAN AM II, L.L.C." TO "MEI RETAIL HOLDINGS II, L.L.C.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 2 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3066604 8100

AUTHENTICATION: 1165313

010260063

DATE: 06-01-01

AMENDMENT TO CERTIFICATE OF
LIMITED LIABILITY COMPANY OF
MEI/KAN AM II, L.L.C.

1. The name of the limited liability company is MEI/Kan Am II, L.L.C. (the "Company").
2. A Certificate of Limited Liability Company was filed on July 7, 1999, with the Secretary of State of the State of Delaware (file number #3066604)
3. The name of the Company hereby is changed to MEI Retail Holdings II, L.L.C.

DATED: May 31, 2001

MEI/KAN AM II, L.L.C.

By: MILLS ENTERPRISES, INC.
its Manager


Thomas E. Frost
Executive Vice President