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CERTIFICATE OF CHANGE IN THE  
APPLICATION FOR REGISTRATION OF THE  
FOREIGN LIMITED PARTNERSHIP  
MAGIC VALLEY MALL DEVELOPMENT COMPANY

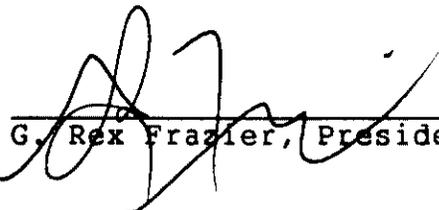
The undersigned, being the President of the sole General Partner of MAGIC VALLEY MALL DEVELOPMENT COMPANY, a Utah limited partnership (the "Partnership") qualified to transact business in the State of Idaho, certify as follows:

1. Name of Partnership. The name of the Partnership is MAGIC VALLEY MALL DEVELOPMENT COMPANY.
2. Registered Agent. The registered agent and address has been changed from Lamont Jones, 405 West Whitman, Pocatello, Idaho 83201 to CT Corporation System, 300 North 6th Street, Boise, Idaho 83701.
3. Additional Partners. Fund A Magic Valley, Inc., whose address is c/o Schroder Real Estate Assoc., 437 Madison Avenue, New York, NY 10022, has been added as a general partner. JPET II Company, whose address is c/o Warren P. King, 35 Century Park-Way, Salt Lake City, Utah 84115, has been added as a limited partner.
4. No Other Changes. Except for the changes set forth above, there are no other changes to the Application of Registration of Foreign Limited Partnership for Magic Valley Mall Development Company.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Change as of the 10th day of March, 1989.

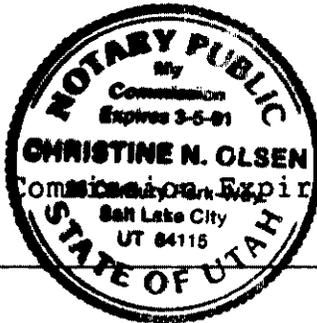
PRICE DEVELOPMENT COMPANY

By

  
\_\_\_\_\_  
G. Rex Frazier, President

STATE OF UTAH                    )  
  ): ss.  
COUNTY OF SALT LAKE        )

On the 10<sup>th</sup> day of March, 1989, personal appeared before me G. Rex Frazier, who being by me duly sworn, did say that he is the President of Price Development Company, and that the above certificate was signed in behalf of said corporation by authority of its Bylaws, and said G. Rex Frazier acknowledged to me that said corporation executed the same, and that the statements therein contained are true.



My Commission Expires:

Christine N. Olsen  
NOTARY PUBLIC  
Residing at: Salt Lake City, UT

SCMDJC1634