

B970000000413



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

August 1, 2001

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****52.50 *****52.50

B97-413

Dear Sir/Madam:

Attached is a Certificate of Amendment for our entity, Mills-Kan Am Sawgrass Phase 3 Limited Partnership. We have changed general partners in our home state of Delaware (copy of Certificate of Amendment is attached) and so need to do the same in Florida.

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

Thanks for your attention to this matter.

Sincerely,

Agnes Yackshaw
Agnes Yackshaw
Legal Department

Enclosures

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01 AUG -6 AM 10:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4p

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF**

MILLS-KAN AM SAWGRASS PHASE 3 LIMITED PARTNERSHIP
(#B97000000413)

(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:

THE MILLS LIMITED PARTNERSHIP AND KAN AM USA XIII LIMITED PARTNERSHIP
HAVE WITHDRAWN AS GENERAL PARTNERS OF THE PARTNERSHIP AND SAWGRASS
MILLS PHASE 3 GP, L.L.C. IS HEREBY ADMITTED AS THE SOLE GENERAL PARTNER
OF THE PARTNERSHIP.
NO OTHER CHANGES HAVE OCCURRED.

Thomas E. Frost

(Signature of a General Partner)
THOMAS E. FROST, EXECUTIVE VICE PRESIDENT
OF THE MILLS CORPORATION, THE GENERAL PARTNER
OF THE MILLS LIMITED PARTNERSHIP, THE MANAGER

(Typed or printed name of General Partner signing above)
SAWGRASS MILLS PHASE 3 GP, L.L.C., THE GENERAL
PARTNER OF MILLS-KAN AM SAWGRASS PHASE 3
LIMITED PARTNERSHIP

STATE OF VIRGINIA

COUNTY OF ARLINGTON

On this 31st day of JULY, 2001, THOMAS E. FROST
appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

Agnes Yackshaw
AGNES YACKSHAW, (Notary Public Signature)
NOTARY PUBLIC

(Notary's Printed Name)

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

My Commission Expires: 3/31/2004

**THIRD CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

MILLS-KAN AM SAWGRASS PHASE 3 LIMITED PARTNERSHIP

1. The name of the limited partnership is **MILLS-KAN AM SAWGRASS PHASE 3 LIMITED PARTNERSHIP**, a Delaware limited partnership (the "Partnership").

2. A Certificate of Limited Partnership (under the name **Mills-Kan Am Columbus Limited Partnership**) was filed on April 16, 1996 with the Secretary of State of the State of Delaware (File Number 2613994), a Certificate of Amendment to the Certificate of Limited Partnership was filed with the Secretary of State of the State of Delaware on December 31, 1996, and a further Certificate of Amendment to the Certificate of limited Partnership (under the name **Mills-Kan Am Columbus/Sawgrass Limited Partnership** filed with the Secretary of State of the State of Delaware filed on April 21, 1998.

3. The Mills Limited Partnership and Kan Am USA XIII Limited Partnership hereby withdraw as General Partners of the Partnership, and the following entity is hereby admitted as the sole general partner of the Partnership:

**Sawgrass Mills Phase 3 GP, L.L.C.,
a Delaware limited liability company
1300 Wilson Boulevard, Suite 400
Arlington, Virginia 22209.**

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TALLAHASSEE FLORIDA

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 06/26/2001
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JUN-28-2001 10:30

CT CORPORATION

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IN WITNESS WHEREOF, the undersigned have executed this Third Certificate of Amendment to the Certificate of Limited Partnership of Mills-Kan Am Sawgrass Phase 3 Limited Partnership as of this 27th day of June, 2001.

**SAWGRASS MILLS PHASE 3 GP,
GENERAL PARTNER L.L.C.**

By: The Mills Limited Partnership, its
Executive Manager

By: The Mills Corporation, its
General Partner

By: /s/ Thomas E. Frost
Its: Executive Vice Pres.

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TALLAHASSEE FLORIDA