

B97000000413

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

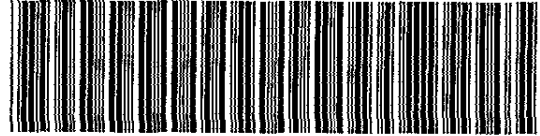
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

B97

Office Use Only



100069259021

04/10/06--01002--005 **52.50

04/10/06--01002--006 **8.75

FILED
RECEIVED
2006 APR -7 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
REGISTRARS
OF CORPORATIONS
AND BUSINESSES
FLORIDA

ETCORP

April 7, 2006

FILED
2006 APR -7 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6611249 SO
Customer Reference 1: none
Customer Reference 2: none

Dear Department of State, Florida:

Please obtain the following:

Sawgrass Mills Phase II Limited Partnership (DE)
Evidence of Amendment
Florida

Sawgrass Mills Phase III Limited Partnership (DE)
Evidence of Amendment
Florida

Surprise Mills (MLP) Limited Partnership (DC)
Evidence of Amendment
Florida

Sawgrass Mills Phase II Limited Partnership (DE)
Certificate of Status-Foreign
Florida

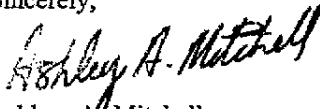
Sawgrass Mills Phase III Limited Partnership (DE)
Certificate of Status-Foreign
Florida

Service Mark (MLP) Limited Partnership (DC)
Certificate of Status-Foreign
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,



Ashley A. Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

FILED
2006 APR -7 AM 9:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as appears on the records of the Florida Department of State is:
Sawgrass Mills Phase III Limited Partnership

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 8/12/97

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Sawgrass Mills GP, L.L.C.

1300 Wilson Blvd. #400, Arlington, VA 22209

M 06000001749

FILED
2006 APR -7 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, 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.

10. Effective date, if other than the date of filing: April 7, 2006

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner: (NEW GENERAL PARTNER): Sawgrass Mills GP, L.L.C.

Mary Ellen Seravalli olw
Mary Ellen Seravalli, SVP of The Mills Corporation, GP of The Mills Limited Partnership, Executive Manager of Sawgrass Mills Mezzanine, L.L.C., Executive
Typed or printed name: Manager of Sawgrass Mills GP, L.L.C.

Filing Fee: \$52.50

Certified Copy (optional): \$52.50

Certificate of Status (optional): \$8.75

Signature of WITHDRAWING GENERAL PARTNER: Sawgrass Mills Phase III GP, L.L.C.

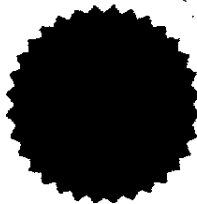
Mary Ellen Seravalli olw
Mary Ellen Seravalli, SVP of The Mills Corporation, GP of The Mills Limited Partnership, Executive Manager of Sawgrass Mills Phase III GP, L.L.C.

Delaware

PAGE 1

The First State

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 "SAWGRASS MILLS PHASE III LIMITED PARTNERSHIP", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2006, AT 1:16 O'CLOCK P.M.



2613994 8100

060325309

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4649969

DATE: 04-06-06

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SAWGRASS MILLS PHASE III LIMITED PARTNERSHIP**

Sawgrass Mills Phase III Limited Partnership, a limited partnership organized and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act (the "Act"), pursuant to the provisions of Section 17-202 of the Act, hereby amends the Certificate of Limited Partnership originally filed with the Secretary of State of Delaware on April 16, 1996 (File Number 2613994), further amended with those certain Certificates of Amendment to the Certificate of Limited Partnership, filed with the Secretary of State of the State of Delaware on December 31, 1996, March 9, 1998, April 21, 1998, June 28, 2001 and December 12, 2002, as follows:

1. Sawgrass Mills Phase III GP, L.L.C. hereby withdraws as General Partner of Sawgrass Mills Phase III Limited Partnership (the "Partnership").
2. The following entity is admitted as sole General Partner of the Partnership:

Sawgrass Mills GP, L.L.C.
1300 Wilson Boulevard, Suite 400
Arlington, Virginia 22209

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:29 PM 04/06/2006
FILED 01:16 PM 04/06/2006
SRV 060325309 - 2613994 FILE

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SAWGRASS MILLS PHASE III LIMITED PARTNERSHIP
PAGE 2 OF 2**

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment to Certificate of Limited Partnership of the Partnership, dated as of April 6, 2006, but effective as of April 7, 2006.

WITHDRAWING GENERAL PARTNER:

Sawgrass Mills Phase III GP, L.L.C.

By: The Mills Limited Partnership, its Executive Manager

By: The Mills Corporation, its General Partner

Mary Ellen Scavalli *MS*
Mary Ellen Scavalli, Senior Vice President

ADMITTED GENERAL PARTNER:

Sawgrass Mills GP, L.L.C.

By: Sawgrass Mills Mezzanina, L.L.C., its Executive Manager

By: The Mills Limited Partnership, its Executive Manager

By: The Mills Corporation, its General Partner

Mary Ellen Scavalli *MS*
Mary Ellen Scavalli, Senior Vice President