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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

PALM TRACE LANDINGS, L.L.C.

Certificate of Status	0
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**AMENDMENT AND RESTATEMENT
OF
ARTICLES OF ORGANIZATION
OF**

PALM TRACE LANDINGS, L.L.C.
(Present Name)
(a Florida Limited Liability Company)

- FIRST:** The Articles of Organization were filed on September 8, 2004 and assigned document number L04000065940.
- SECOND:** The following amendment(s) to the Articles of Organization was/were adopted by the limited liability company:
SEE ATTACHED Amended and Restated Articles of Organization

Dated: September __, 2004.

Candice J. Carpenter

Signature of authorized representative of a member
INDEPENDENT

Typed or printed name of signer

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TALLAHASSEE FLORIDA

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

PALM TRACE LANDINGS, L.L.C., a Florida limited liability company

ARTICLE I
Name

The name of the Limited Liability Company is: ASN Palm Trace Landings LLC, a Florida limited liability company

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

9200 E. Panorama Circle
Suite 400
Englewood, Colorado 80112

Mailing Address:

9200 E. Panorama Circle
Suite 400
Englewood, Colorado 80112

ARTICLE III
Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Registered Agent's Signature

ARTICLE IV
Manager(s) or Managing Member(s)


The name and address of each Manager or Managing Member is as follows:

Title

Sole Member

Archstone-Smith Operating Trust
Six Piedmont Center
Atlanta, Georgia 30305
Attention: Candice Carpenter

REQUIRED SIGNATURE:



(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CANDICE T. CARPENTER
VICE PRESIDENT

Typed or printed name of signer