

M0000000000113



ACCOUNT NO. : 072100000032
REFERENCE : 716003 131022B
AUTHORIZATION :
COST LIMIT : \$ 25.00 *Patricia Pajito*

ORDER DATE : May 31, 2000
ORDER TIME : 3:11 PM
ORDER NO. : 716003-005
CUSTOMER NO: 131022B

800003275658--9

CUSTOMER: Roxanne Brotherton, Legal Asst
Charles E. Smith Companies
2345 Crystal Drive
Tenth Floor
Arlington, VA 22202

FOREIGN FILINGS

NAME: GALAHAD 3 LLC

XX PROFIT XX CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

FILED
00 JUN -2 AM 9:29
RECEIVED
00 JUN -2 PM 3:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
M-11
W 6/5

11p

**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)

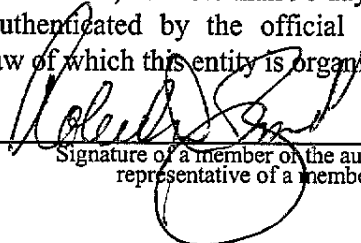
1. Name of limited liability company as it appears on the records of the Florida Department of State: Galahad 3, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 14, 2000

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? January 15, 2000
5. New name of the limited liability company: Smith Property Holdings Sunset
Pointe 3 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.



Signature of a member of the authorized
representative of a member

Robert D. Zimet

Typed or printed name of signee

Filing Fee: \$25.00

FILED
00 JUN -2 AM 9:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "SMITH PROPERTY HOLDINGS SUNSET POINTE 3 L.L.C." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FOURTEENTH DAY OF JULY, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRTY-FIRST DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.

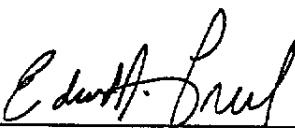
CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "GALAHAD 3 LIMITED PARTNERSHIP" TO "GALAHAD 3, LLC", FILED THE THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF FORMATION, FILED THE THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF CANCELLATION UPON CONVERSION, FILED THE THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9:01 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "GALAHAD 3, LLC" TO "SMITH PROPERTY HOLDINGS SUNSET POINTE 3 L.L.C.", FILED THE THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9:01 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2349343 8100X

001254816

AUTHENTICATION: 0447742

DATE: 05-19-00

FILED
20 JAN -2 AM 9:29
DELAWARE

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 07/14/1994
944129388 - 2349343

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GALAHAD 3 LIMITED PARTNERSHIP**

The undersigned does hereby certify that a Certificate of Limited Partnership of Galahad 3 Limited Partnership was filed in the office of the Secretary of State of Delaware on August 27, 1993 and that it is desirous of amending and restating such Certificate to reflect the change of business address of the sole General Partner, that this Certificate has been duly executed and is filed pursuant to Section 17-210 of the Delaware Revised Uniform Limited Partnership Act and does further certify that the Certificate of Limited Partnership is hereby amended and restated in its entirety as follows:

I. The name of the limited partnership (the "Partnership") is Galahad 3 Limited Partnership.

II. The address of the Partnership's registered office in Delaware is 32 Loockerman Square, Suite L-100, Dover (Kent County), Delaware 19904. The Prentice-Hall Corporation System, Inc. is the Partnership's registered agent for service of process at that address.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN -2 AM 9:29

FILED

III. The name and business address of the sole General Partner is as follows:

NAME

ADDRESS

Galahad 3 Corp.

c/o G. Soros Realty, Inc.
520 Madison Avenue
New York, New York 10022

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate on this 13th day of July, 1994.

GENERAL PARTNER:

GALAHAD 3 CORP.

By


Leonard Chazen
President

FILED

00 JUN -2 AM 9:29

STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GALAHAD 3 LIMITED PARTNERSHIP**

THIS Certificate of Amendment of the Certificate of Limited Partnership of Galahad 3 Limited Partnership (the "Partnership"), dated as of April 18, 1996, has been duly executed and is being filed by the undersigned in accordance with the provisions of 6 Del.C. filed on June 30, 1994 with the Secretary of State of the State of Delaware (the "Certificate") to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act (6 Del.C. §§17-101 and 17-204(a)(2), et seq.).

Section 3 of the Certificate of Limited Partnership is hereby amended as follows:

"3. The name and address of the general partner of the Partnership is New Galahad 3 Corp. c/o The Prentice-Hall Corporation System, Inc., 1013 Centre Road, Wilmington, Delaware 19805-1297."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Certificate of Limited Partnership as of the date first-above written.

GENERAL PARTNER:

NEW GALAHAD 3 CORP.

By: /s/ Richard R. Frapart
Name: Richard R. Frapart
Title: Vice President

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 JUN -2 AM 9:29

FILED


**CERTIFICATE OF CONVERSION OF LIMITED PARTNERSHIP
TO LIMITED LIABILITY COMPANY**

(Under Section 18-214 of the Delaware Limited Company Act)

It is hereby certified that:

1. The name of the limited partnership (the "limited partnership") immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is Galahad 3 Limited Partnership.
2. The date on which and the jurisdiction where the limited partnership came into being are August 27, 1993, State of Delaware.
3. The limited partnership is converted to a limited liability company whose name as set forth in its Certificate of Formation filed concurrently with this Certificate of Conversion in the Office of the Secretary of State of the State of Delaware is Galahad 3, LLC.

Executed on January 13, 2000.



Michael Nelsen
Authorized Person

FILED
00 JUN -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/13/2000
001019633 - 2349343

**CERTIFICATE OF FORMATION
OF
GALAHAD 3, LLC**

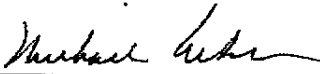
This Certificate of Formation of Galahad 3, LLC (the "LLC"), dated as of January 13, 2000, is being duly executed and filed by Michael Nelsen, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.) (the "LLC Act").

FIRST. The name of the limited liability company formed hereby is Galahad 3, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 1013 Centre Road, Wilmington, Delaware, 19805-1297.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, Delaware, 19805-1297.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Michael Nelsen
Authorized Person

FILED
00 JUN -2 AM 9:30
STATE OF DELAWARE
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GALAHAD 3 LIMITED PARTNERSHIP**

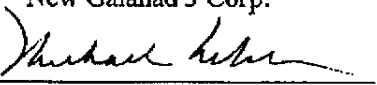
The undersigned, desiring to cancel its certificate of limited partnership pursuant to Section 17-203 of the Delaware Revised Uniform Limited Partnership Act, does hereby certify as follows:

- (1) The name of the limited partnership is Galahad 3 Limited Partnership (the "Partnership").
- (2) The certificate of limited partnership of the Partnership was filed in the Office of the Secretary of State of the State of Delaware on August 27, 1993.
- (3) This Certificate of Cancellation is being filed because the general partner of the Partnership has elected to dissolve the Partnership pursuant to the conversion of the Partnership to a limited liability company whose name as set forth in the Certificate of Formation filed in the Office of the Secretary of State of Delaware is Galahad 3, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 13 day of January, 2000.

GALAHAD 3 LIMITED PARTNERSHIP

By: New Galahad 3 Corp.

By: 
Name: Michael Neilsen
Title: Vice President

FILED
00 JUN -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 01/13/2000
001019636 - 2349343

**CERTIFICATE OF MERGER
OF
NEW GALAHAD 3 CORP.
INTO
GALAHAD 3, LLC**

Pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, Galahad 3, LLC, a limited liability company organized and existing under the law of the State of Delaware (the "Limited Liability Company"), does hereby certify to the following facts relating to the merger (the "Merger") of New Galahad 3 Corp., a Delaware corporation ("Galahad"), into the Limited Liability Company:

FIRST: that the name and state of incorporation or formation of each constituent entity that is a party to the Merger is as follows:

<u>Name</u>	<u>State of Incorporation or Formation</u>
Galahad 3, LLC	Delaware
New Galahad 3 Corp.	Delaware

SECOND: that an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Galahad and the Limited Liability Company in accordance with Section 264(c) of the Delaware General Corporation Law and Section 18-209(c) of the Delaware Limited Liability Company Act.

THIRD: that the name of the surviving entity shall be Galahad 3, LLC, which shall change its name to "Smith Property Holdings Sunset Pointe 3 L.L.C."

FOURTH: that the operating agreement of the Limited Liability Company shall be the operating agreement of the surviving entity (subject to subsequent amendment thereof in accordance with its terms).

FIFTH: that the Merger shall be effective immediately upon the filing of this certificate with the Secretary of State of the State of Delaware.

SIXTH: that the Agreement and Plan of Merger is on file at the place of business of the surviving entity at the following address:

Smith Property Holdings Sunset Pointe 3 L.L.C.
2345 Crystal Drive
Crystal City
Arlington, VA 22202
Attention: Robert D. Zimet

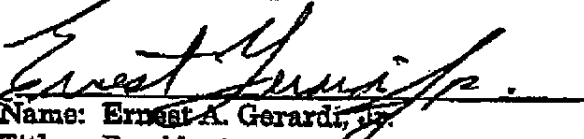
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00 JUN -2 AM 9:30
SECRETARY OF STATE
TREASURER
FLORIDA

SEVENTH: that a copy of the Agreement of Merger will be furnished by the Limited Liability Company on request and without cost, to any member of the Limited Liability Company or any stockholder of Galahad.

IN WITNESS WHEREOF, Galahad 3, LLC has caused this Certificate of Merger to be duly executed as of this 13th day of January, 2000.

GALAHAD 3, LLC

By: New Galahad 3 Corp.

By: 
Name: Ernest A. Gerardi, Jr.
Title: President

FILED

00 JUN -2 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA