

M000000000115

ACCOUNT NO. : 072100000032

REFERENCE : 716003 131022B

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 25.00

ORDER DATE : May 31, 2000

ORDER TIME : 3:15 PM

500003275655--8

ORDER NO. : 716003-020

CUSTOMER NO: 131022B

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

M-115

FOREIGN FILINGS

NAME: GALAHAD SOUTH LLC

XX PROFIT
 NON-PROFIT

XX CORPORATE
 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

00 JUN -2 PM 1:23
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
8/26

00 JUN -2 PM 3:58
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

13p



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 5, 2000

CSC
ATTN: JANINE LAZZARINI

SUBJECT: GALAHAD SOUTH, LLC
Ref. Number: M00000000115

We have received your document for GALAHAD SOUTH, LLC and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

The name in line 5 is not identical to the last name on the certified copy from Delaware.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 300A00031465

RESUBMIT

Please give original
submission date as file date.

FILED
00 JUN -2 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN 26 PM 12:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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)

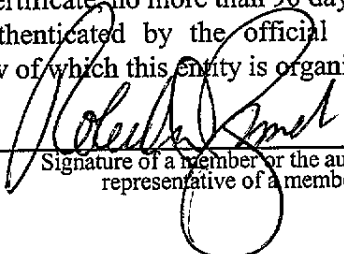
1. Name of limited liability company as it appears on the records of the Florida Department of
State: Galahad South, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: January 14, 2000

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 South 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 or the authorized
representative of a member

Robert D. Zimet

Typed or printed name of signee

Filing Fee: \$25.00

FILED
00 JUN -2 PM 1:23
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 SOUTH 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.

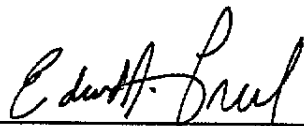
CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "GALAHAD SOUTH LIMITED PARTNERSHIP" TO "GALAHAD SOUTH, LLC", FILED THE THIRTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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 O'CLOCK A.M.

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




Edward J. Freel, Secretary of State

2349345 8100X

001254316

AUTHENTICATION: 0447082

DATE: 05-18-00

FILED
00 JUN -2 PM 1:23
SECRETARY OF STATE
ALPHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 2

O' CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2349345 8100X

DATE: 0447082

05-18-00

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GALAHAD SOUTH LIMITED PARTNERSHIP

FILED
00 JUN -2 PM 1:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby certify that a Certificate of Limited Partnership of Galahad South 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 South 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.

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

NAME

Galahad South Corp.

ADDRESS


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 SOUTH CORP.

By


Leonard Chazen
President

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GALAHAD SOUTH LIMITED PARTNERSHIP

THIS Certificate of Amendment of the Certificate of Limited Partnership of Galahad South 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 South 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 SOUTH CORP.

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

**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 South 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 South, LLC.

Executed on January 13, 2000.



Michael Nelsen
Authorized Person

**CERTIFICATE OF FORMATION
OF
GALAHAD SOUTH, LLC**

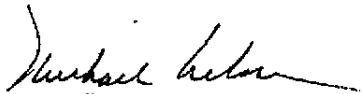
This Certificate of Formation of Galahad South, LLC (the "LLC"), dated as of January 13, 2000, is being duly executed and filed by Michael Nelsen, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.) (the "LLC Act").

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

**CERTIFICATE OF CANCELLATION
OF
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GALAHAD SOUTH 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 South 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 South, LLC.

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

GALAHAD SOUTH LIMITED PARTNERSHIP

By: New Galahad South Corp.

By: Michael Nelsen

Name: Michael Nelsen

Title: Vice President

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

Pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act, Galahad South, 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 South 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 South, LLC	Delaware
New Galahad South 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 South, LLC, which shall change its name to "Smith Property Holdings Sunset Pointe South 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 South L.L.C.
2345 Crystal Drive
Crystal City
Arlington, VA 22202
Attention: Robert D. Zimet

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 South, LLC has caused this Certificate of Merger to be duly executed as of this 19th day of January, 2000.

GALAHAD SOUTH, LLC

By: New Galahad South Corp.

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

FILED

00 JUN -2 PM 1:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA