

CT CORPORATION SYSTEM

CORPORATION(S) NAME

MO10000001436

Sawgrass Mills Phase 3 GP, L.L.C.

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APPROVED
AND
FILED

01 JUN 26 PM 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUN 26 AM 11:24

NOT REMITTED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING☐ Profit☐ Amendment☐ Merger☐ Nonprofit☐ Dissolution/Withdrawal☐ Mark☒ Foreign☐ Reinstatement☐ Limited Partnership☐ Annual Report☐ Other☒ LLC☐ Name Registration☐ Change of RA☐ Fictitious Name☐ UCC☐ Certified Copy☐ Photocopies☐ CUS☐ Call When Ready☐ Call If Problem☐ After 4:30☒ Walk In☐ Will Wait☒ Pick Up☐ Mail Out

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6/26/01

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Amount: \$ _____

VB
U-26-01

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SAWGRASS MILLS PHASE 3 GP, L.L.C.
(Name of foreign limited liability company)

2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 6/25/01 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1300 Wilson Boulevard, Suite 400
Arlington, Virginia 22209
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

Sawgrass Mills Phase 3 SPE Corp., 1300 Wilson Boulevard, Suite 400, Arlington, Virginia 22209

The Mills Limited Partnership, 1300 Wilson Boulevard, Suite 400, Arlington, Virginia 22209

Kan Am USA XIII Limited Partnership, 10 Piedmont Center, Suite 520, Atlanta, Georgia 30305

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: serving as the General

Partner of and owning a partnership interest in Mills-Kan Am Sawgrass Phase 3 Limited Partnership.

Thomas E. Frost
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

THOMAS E. FROST

Typed or printed name of signee

01 JUN 26 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Sawgrass Mills Phase 3GP, L.L.C.

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

01 JUN 26 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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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, F.S..

C T Corporation System

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAWGRASS MILLS PHASE 3 GP, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF JUNE, A.D. 2001.

APPROVED
AND
FILED
01 JUN 26 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3407513 8300

010304754

AUTHENTICATION: 1209372

DATE: 06-25-01