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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

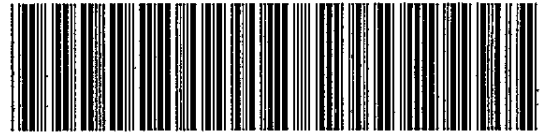
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August 9, 2004

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: The Retreat at Quayside Village LLC
Document No. M04000001896

To Whom It May Concern:

Enclosed please find an Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida for the above referenced entity.

Please be advised that the word "Village" was inadvertently omitted in the original application. A certified copy of the Articles of Organization issued by the Virginia State Corporation Commission is attached hereto for your file.

Also enclosed please find a Certificate of Good Standing issued by the Virginia State Corporation Commission and a check for fees in the amount of \$25.00.

If you have any questions, please feel free to contact our office.

Sincerely,
GARY & GOODMAN PLLC

By: 
Jessica A. Tadlock
Paralegal

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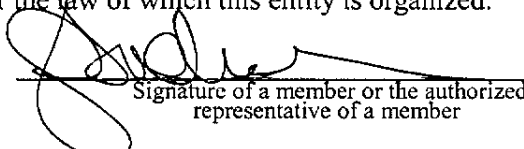
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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: The Retreat at Quayside LLC
2. Jurisdiction of its organization: Virginia
3. Date authorized to do business in Florida: May 19, 2004

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? Date of Filing
5. New name of the limited liability company: The Retreat at Quayside Village LLC
6. If the amendment changes the period of duration, indicate new period of duration: NA
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: NA
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: NA
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

Jessica A. Tadlock

Typed or printed name of signer

Filing Fee: \$25.00

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

A certificate of organization was issued by the Commission to THE RETREAT AT QUAYSIDE VILLAGE LLC, a limited liability company formed under the laws of VIRGINIA, effective as of April 14, 2004.

As of the date below, articles of cancellation have not been filed in this office by THE RETREAT AT QUAYSIDE VILLAGE LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 5, 2004*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

ARTICLES OF ORGANIZATION

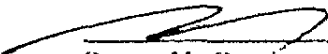
THE RETREAT AT QUAYSIDE VILLAGE LLC

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, The Virginia Limited Liability Company Act, the undersigned states as follows:

1. The name of the Limited Liability Company is:

THE RETREAT AT QUAYSIDE VILLAGE LLC

2. The post office address of the Company's initial registered office is: 8500 LEESBURG PIKE, SUITE 7000, VIENNA, VIRGINIA 22182 (FAIRFAX COUNTY). The name of the initial Registered Agent, who has its business address at the above address is: GARY & GOODMAN PLLC which is a Professional Limited Liability Company authorized to transact business in Virginia.
3. The post office address of the Company's principal office is: 8500 LEESBURG PIKE, SUITE 7000, VIENNA, VIRGINIA 22182 (FAIRFAX COUNTY)
4. The period of duration of this Limited Liability Company is unlimited.
5. The Limited Liability Company shall be managed by two Managers who shall be Hal Boles and Greg Cox, either of whom may act. The Managers may only be changed by an amendment to these Articles of Organization.
6. Each of the Managers shall have full and complete authority without member approval and without approval of the other Manager to act for and bind the Company, including but not limited to the authority to borrow money, to pledge or encumber the Company's assets and to sell the Company's assets.


Stuart H. Gary
Organizer

Date: April 7, 2004

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

April 14, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

THE RETREAT AT QUAYSIDE VILLAGE LLC

to comply with the requirements of law, and confirms payment of all required fees

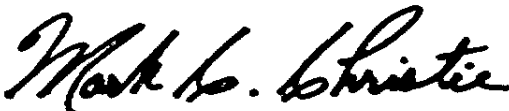
Therefore, it is ORDERED that this

CERTIFICATE OF ORGANIZATION

be issued and admitted to record with the articles of organization in the Office of the Clerk of the Commission April 14, 2004.

STATE CORPORATION COMMISSION

By



Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all business entity documents on file in the Clerk's Office of the Commission relating to THE RETREAT AT QUAYSIDE VILLAGE LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
August 5, 2004*

Joel H. Peck
Joel H. Peck, Clerk of the Commission