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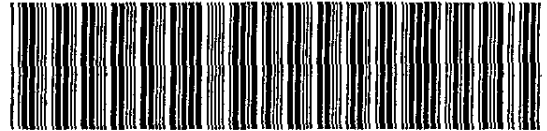
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WERTHEIMER, KIPNIS & VOUDOURIS, LLC
LAW OFFICES

7700 OLD GEORGETOWN ROAD, SUITE 500
BETHESDA, MARYLAND 20814-6204
TELEPHONE (301) 986-0060
TELECOPIER (301) 986-4002

MARC WERTHEIMER
JONATHAN I. KIPNIS
DEMETRIS VOUDOURIS†
ERIC L. CIAZZA

LAURA S. BRAY, Paralegal

†Licensed in Virginia and DC only

January 6, 2005

By Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: (i) The Retreat at Quayside Village, LLC (the "LLC") - Application By Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed herewith please find (i) the Application By Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida (the "Application") for the aforementioned LLC, and (ii) a certified copy of the First Amendment to the Articles of Organization of the LLC, recently filed with the Virginia State Corporation Commission. Please cause the Application to be filed with the Florida Department of State, Division of Corporations. Also enclosed please find a check payable to the Florida Department of State in the amount of \$25.00 to cover the cost of the filing fee.

Please feel free to contact me if you have any questions or comments regarding this matter.

Sincerely yours,


Laura Bray

cc: Ms. Karen Smith (w/ encl., by facsimile: 703-556-8771)
Demetris Voudouris, Esq.
WA\7985.252\trans FL DOS re. Amd.wpd

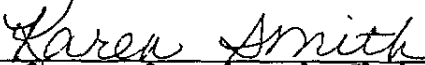
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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 Village, 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? _____
5. New name of the limited liability company: _____
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 of the original Application by a foreign limited liability company for authorization is deleted and replaced by the attached Exhibit A.
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

Karen Smith, Vice President of G&G VA Holdings, LLC, Manager

Typed or printed name of signee

Filing Fee: \$25.00

2005 JAN 10 P 4 16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Exhibit A

The name and usual business address of the manager is as follows:

G&G VA Holdings, LLC
8756 Lewinsville Road
McLean, Virginia 22102
Attention: Karen Smith, Vice-President

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2005 JAN 10 P 4: 16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of amendmentq filed in the Clerk's Office of the Commission on December 29, 2004 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:
January 4, 2005*

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

**FIRST AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
THE RETREAT AT QUAYSIDE VILLAGE, LLC**

This First Amendment to the Articles of Organization of The Retreat at Quayside Village, LLC is made this 29th day of October, 2004 by the undersigned parties.

WITNESSETH:

The undersigned, constituting all of the Managers of **The Retreat at Quayside Village, LLC**, a Virginia limited liability company (hereinafter referred to as the "Company"), do hereby certify that this First Amendment to the Articles of Amendment of the Company (i) has been unanimously approved and authorized by all the Members of the Company in accordance with the Operating Agreement of the Company, and (ii) is hereby stated as follows:

1. The name of the Company is "The Retreat at Quayside Village, LLC".
2. The Articles of Organization of the Company (the "Articles") are amended as follows:
 - A. Paragraph 5 of the Articles shall be deleted in its entirety and replaced by the following:

"5. "The Limited Liability Company shall be managed by a Manager who shall be G&G VA Holdings, LLC. The Manager may only be changed by an amendment to these Articles of Organization."
 - B. Paragraph 6 of the Articles shall be deleted in its entirety and replaced by the following:

"6. The Manager shall have full and complete authority 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."
3. The amendments to the Articles set forth in Sections 2.A, and 2.B of this First Amendment were adopted on October 29th, 2004.
4. The amendments to the Articles set forth in Sections 2.A and 2.B of this First Amendment were adopted by the unanimous, written consent of all the Members in accordance with the Articles, the Operating Agreement of the Company, and the laws of the Commonwealth of Virginia, including, without limitation Section 13.1-1014 of the Virginia Code.

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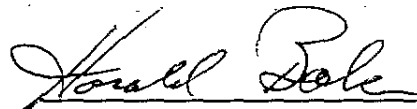
IN WITNESS WHEREOF, this First Amendment to the Articles of Organization of The Retreat at Quayside Village, LLC, has been executed by the Managers of the Company as of the date set forth above.

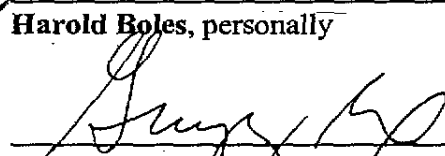
WITNESS:

Name: _____

Name: _____

MANAGERS:

 [Seal]
Harold Boles, personally

 [Seal]
Gregory Cox, personally

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, DECEMBER 29, 2004

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

THE RETREAT AT QUAYSIDE VILLAGE LLC

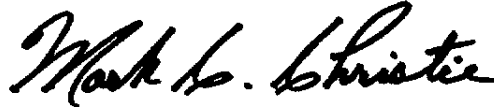
to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective December 29, 2004.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink that reads "Mark L. Christie". The signature is written in a cursive style with a large, stylized initial "M".

Commissioner