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5/19/04



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 663143 5011478

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 19, 2004

ORDER TIME : 10:23 AM

ORDER NO. : 663143-015

CUSTOMER NO: 5011478

CUSTOMER: Ms. Jessica A. Tadlock
Gary & Goodman Plc
Suite 7000
8500 Leesburg Pike
Vienna, VA 22182

FOREIGN FILINGS

NAME: THE RETREAT AT MIDWAY LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

APPROVED
AND
FILED
04 MAY 19 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. The Retreat at Midway LLC
(Name of foreign limited liability company)

2. Virginia
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. April 14, 2004
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 8150 Leesburg Pike, Suite 810, Vienna, VA 22182

(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:

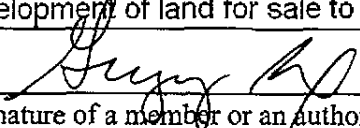
Greg Cox, Sr. 8150 Leesburg Pike, Suite 810, Vienna, VA 22182

Hal Boles 8150 Leesburg Pike, Suite 810, Vienna, VA 22182

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: _____

Acquisition and development of land for sale to builders



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.)

Greg Cox, Sr.

Typed or printed name of signee

NOTED
AND
FILED
04 MAY 19 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

The Retreat at Midway LLC

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

Corporation Service Company

(Name)

1201 Hays Street, Tallahassee,

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

FL

(City/State/Zip)

32301

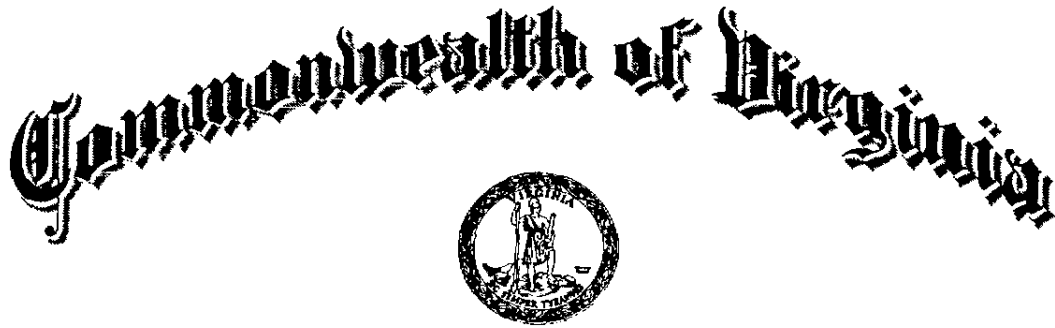
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TALLAHASSEE, FLORIDA

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.

**Cynthia L. Harris
as its agent**

Cynthia L. Harris
(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 CORPORATION COMMISSION

Richmond, April 14, 2004

This is to certify that the certificate of organization of

THE RETREAT AT MIDWAY LLC

was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: April 14, 2004



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission