


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 188.75		Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company DOCUMENT # M96000000277 SAWGRASS MILLS PHASE II, L.L.C. 1300 WILSON BLVD., #400 ARLINGTON VA 22209		1a. Principal Place of Business Address 1300 WILSON BLVD., #400 ARLINGTON VA 22209	
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip	2a. Mailing Address Suite, Apt. #, etc. City & State Zip	3. Date Organized or Qualified 07/29/1996	3a. State of Formation DE
		4. FEI Number 54-1815184	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report 03/12/1998	6. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/>
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City Zip Code FL	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when resigning)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	THE MILLS LIMITED PA, PARTNERSHIP	1300 WILSON BLVD., #400	ARLINGTON VA 22209
MBR	MANAGEMENT ASSOCIATES, LIMITED PARTNERSHIP	1300 WILSON BLVD. #400	ARLINGTON VA 22209
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11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  4/15/99 (703) 526-5000

Thomas E. Frost, Senior Vice President of The Mills Corporation.

General Partner of The Mills Limited Partnership, its Manager